

MARVEL
LIMITED SERIES
1 of 4

MOORE
KIRKHAM
REGLA
KWOK



THE NEW AVENGERS[®] THE TRANS FORMERS[™]



DIRECT EDITION



\$2.99 US \$3.75 CAN

RATED T+



AND THERE CAME A DAY, A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES FOUND THEMSELVES UNITED AGAINST A COMMON THREAT! ON THAT DAY, THE AVENGERS WERE BORN, TO FIGHT THE FOES NO SINGLE SUPER HERO COULD WITHSTAND!

THEY COME FROM THE DISTANT PLANET OF CYBERTRON—AN ENTIRELY MECHANIZED SOCIETY OF GIANT ROBOTS. THE WARRING FACTIONS OF AUTOBOTS AND DECEPTICONS BATTLE FOR LIFE-GIVING ENERGON, AND THEIR STRUGGLE HAS BROUGHT THEM TO OUR PLANET. ABLE TO INFILTRATE OUR SOCIETY BY DISGUIISING THEMSELVES AS SIMPLE EARTH VEHICLES, THEY LIVE AMONG US, UNDETECTED. THEY ARE... THE TRANSFORMERS!



MAN AND MACHINE

PART ONE

STUART MOORE
WRITER

TYLER KIRKHAM
PENCILER

SAL REGLA
INKER

ANNETTE KWOK
COLORIST

TODD KLEIN
LETTERER

JIM CHEUNG, MARK MORALES AND JUSTIN PONSOR
COVER ARTISTS

RICH GINTER
PRODUCTION

ALEJANDRO ARBONA
ASST. EDITOR

BILL ROSEMAN
EDITOR

JOE QUESADA
EDITOR IN CHIEF

DAN BUCKLEY
PUBLISHER

SPECIAL THANKS TO IDW PUBLISHING'S CHRIS RYALL AND HASBRO'S RICHARD ZAMBARANO.

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.

NEW AVENGERS/TRANSFORMERS No. 1, September, 2007. Published Monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. IDW Publishing, a division of Idea and Design Works, LLC. Editorial offices: 4411 Morena Blvd., Suite 106, San Diego, CA 92117. HASBRO and its logo, TRANSFORMERS, and all related characters are trademarks of Hasbro and are used with permission. © 2007 Hasbro. All Rights Reserved. The IDW logo is registered in the U.S. Patent and Trademark Office. Any similarities to persons living or dead are purely coincidental. With the exception of artwork used for review purposes, none of the contents of this publication may be reprinted without the permission of Idea and Design Works, LLC. © 2007 Marvel Characters, Inc. All rights reserved. All Marvel characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.99 per copy in the U.S. and \$3.75 in Canada (GST #R127032852) in the direct market; Canadian Agreement #40666537. Printed in the USA: ALAN FINE, CEO Marvel Toys & Publishing Divisions and CMO Marvel Entertainment, Inc.; DAVID GABRIEL, Senior VP of Publishing Sales & Circulation; DAVID BOGART, VP of Business Affairs & Editorial Operations; MICHAEL PASCIULLO, VP Merchandising & Communications; JIM BOYLE, VP of Publishing Operations; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIEL, Managing Editor; SUSAN CRESPI, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmainone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.

LATVERIA: the Eastern European nation ruled by Dr. Doom...

THE ENGINES
OF WAR.

A NECESSARY EVIL,
SOMETIMES, BUT A
DARK REFLECTION
OF OUR BETTER
SELVES.

ONCE THOSE ENGINES
ARE SET IN MOTION...

...THEY CAN BE
VERY HARD TO
STOP.

CAP?

YOU
WITH US,
MAN?

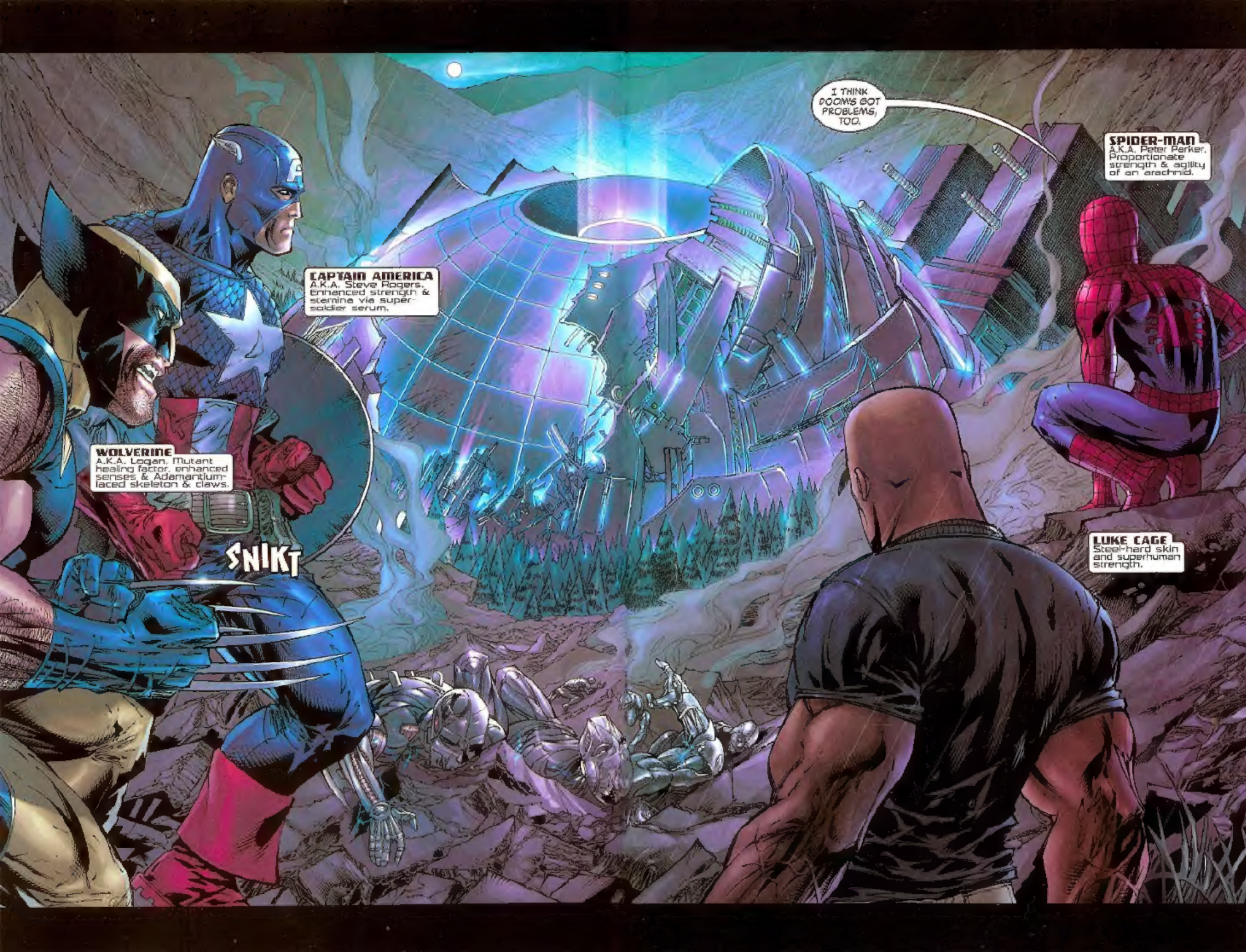
I'M
WITH
YOU.

FWOOM

S.H.I.E.L.D.
RISKED A LOT OF
AGENTS' LIVES SO WE COULD
SLIP IN HERE BY QUINJET. WHAT-
EVER DR. DOOM IS UP TO, THE
RADIATION SIGNATURE IS
COMING FROM JUST UP
AHEAD.

WE'VE GOT
TO SHUT IT DOWN--
FAST--

UH...
GUYS?



CAPTAIN AMERICA
A.K.A. Steve Rogers.
Enhanced strength &
stamina via super-
soldier serum.

WOLVERINE
A.K.A. Logan. Mutant
healing factor, enhanced
senses & Adamantium-
laced skeleton & claws.

SNIKT

I THINK
DOOM'S GOT
PROBLEMS,
TOO.

SPIDER-MAN
A.K.A. Peter Parker.
Proportionate
strength & agility
of an arachnid.

LUKE CAGE
Steel-hard skin
and superhuman
strength.



DOOM'S **ROBOT**
ARMY. SOMEBODY DID
A FULL DRIVE-BY ON
'EM...

...IN
THEIR OWN
'HOOD.



EVERYBODY
ZIP IT FOR A
MINUTE.

DIRECTOR
HILL...

WHAT?
I CAN TALK
"STREET"!



HQ of S.H.I.E.L.D., the world's pre-
eminent peace-keeping organization.

...ARE
YOU MONITORING
THIS?

ROGER
THAT, CAPTAIN
AMERICA.

THAT **STRUCTURE**--
WHATEVER IT IS--IS DEFINITELY
THE SOURCE OF THE ANOMALOUS
READINGS. BUT THE ARCHITECTURE
DOESN'T MATCH ANY OF DOOM'S
KNOWN TECHNOLOGY.



OUR
SPY-SATS SHOW
LATVERIA CONTINU-
ING THEIR SHELLING OF
SYMKARIA--THEIR
NEIGHBOR
COUNTRY.

WITH
STRANGE AIRCRAFT.
I'M NOT FAMILIAR WITH
THAT DESIGN...

FWOON



THE MAKE OF DOOM'S PLANES IS ABOUT TO BECOME THE **LEAST** OF OUR PROBLEMS, CAPTAIN.

UNLESS LATVERIA CALLS OFF THE AIR STRIKES, SYMKARIA HAS VOWED **FULL RETALIATION** IN TWENTY-FOUR HOURS. THAT'LL MEAN ALL-OUT WAR...

AND A LOT OF **NEEDLESS DEATHS.**



STILL NO WORD FROM DOOM?

NEGATIVE. HE'S GONE COMPLETELY DARK. BUT ALL OUR INTEL CONNECTS HIM WITH THE STRUCTURE.

CAP, YOU'VE GOT TO INFILTRATE IT AND FIND OUT WHAT IT IS AND IF IT HAS ANY CONNECTION TO THE RISING HOSTILITIES. BOTTOM LINE: **STOP THE WAR.**

HILL OUT.

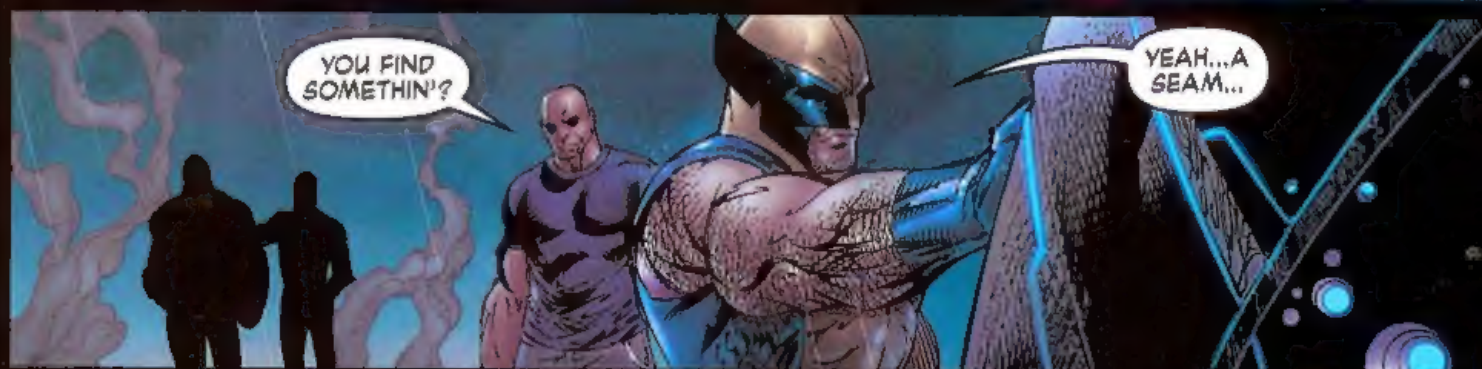


NO SIGN OF AN AIR STRIKE HERE...AND NO HUMAN SCENTS LINGERIN' AT ALL.

WHICH MEANS WHATEVER TURNED THESE DOOMBOTS INTO CURBSIDE RECYCLING CAME FROM IN **THERE.**

UH, CAP... EXACTLY WHAT KIND OF WEAPONS DOES SYMKARIA HAVE?

THEY JUST JOINED US IN THE **NUCLEAR CLUB.**



YOU FIND SOMETHIN'?

YEAH...A SEAM...



...RIGHT HERE.

BA-
DAAAAM

HEY!

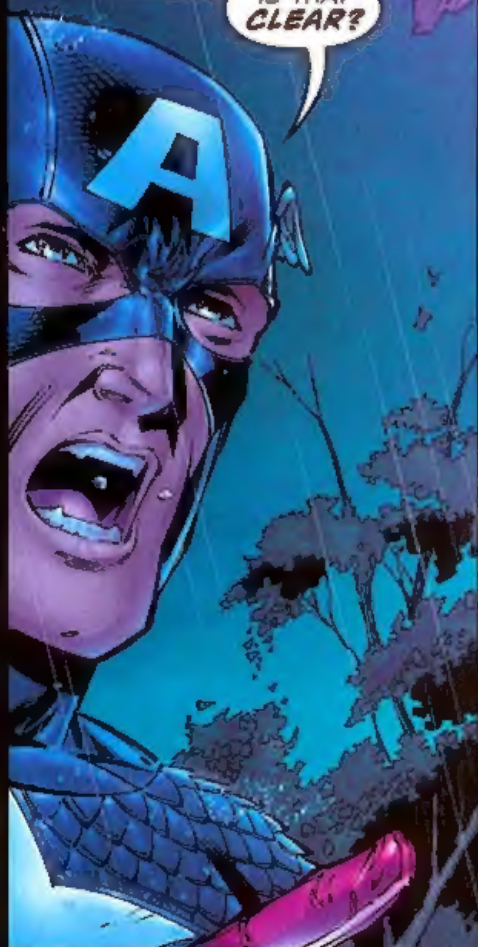
WHAT'S
WRONG, CAP?
WE'RE GOIN' IN,
RIGHT?

YES.
BUT ON *MY*
ORDER!



FROM NOW
ON--YOU TWO HANG
BACK, **SHUT UP**--AND
FOLLOW THE CHAIN
OF COMMAND.

IS THAT
CLEAR?



SPIDER-
MAN, TAKE
POINT.



THAT'S
THE SECOND
TIME HE'S TOLD
ME TO SHUT
UP.

IF IT
HAPPENS A
THIRD TIME...
WE GOT A
PROBLEM.

I
HEAR
THAT.





SO ARE WE THE AVENGERS *STEALTH TEAM*, NOW? LIKE NINJAS?

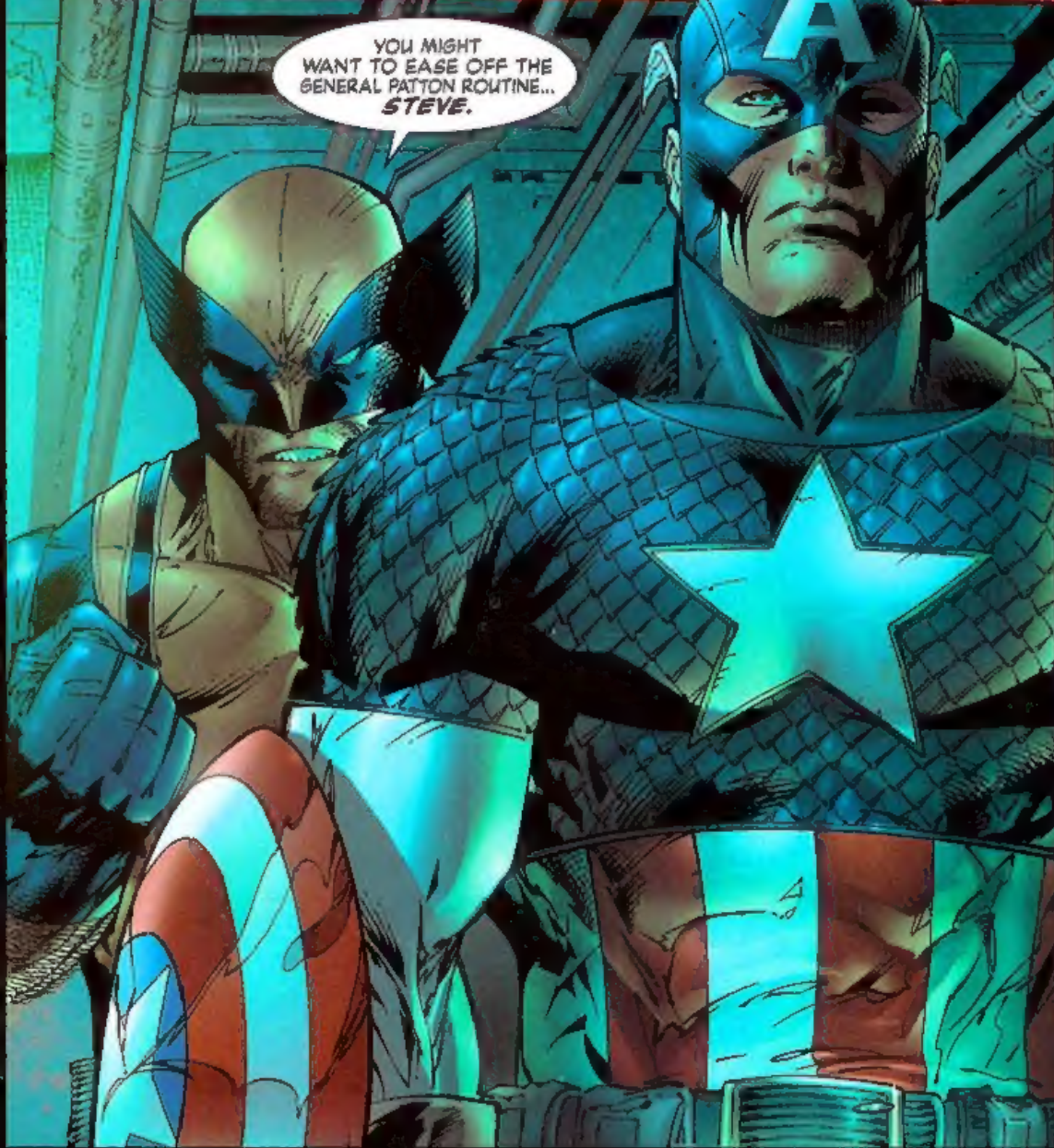
COOL.



ANY REAL NINJAS HEARD *THIS* GROUP TROMPIN' AROUND, THEY'D WET THEMSELVES LAUGHING.

ONE MORE TIME--CAN THE CHATTER!

PERIMETER VIOLATION--SECTOR EIGHT/EXTRAHUMAN PLANETARY DEFENSES DETECTED!



YOU MIGHT WANT TO EASE OFF THE GENERAL PATTON ROUTINE... *STEVE*.



I'M JUST SAYIN'!

SHIKT

INITIATE MIRROR RESPONSE MODE!



WHAT'S
WITH THE
FUNHOUSE
EFFECT?

AM I
REALLY THAT
FAT?



A DARK
REFLECTION.

THE ENGINES
OF WAR...



LOOK
OUT!

SZAAAK



SZAAAK

SZAAAK



FORM UP!

CAGE--
TRY TO REACH
THE--



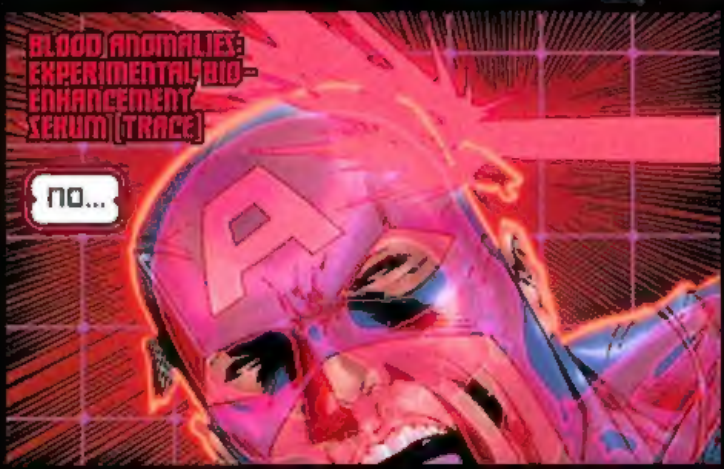
BLOOD/ANOMALIES:
HUMAN/CELL
REGENERATION
SERUM.

INTERESTING...BUT
INSUFFICIENT...



SZAAAK

AAAHH!



BLOOD/ANOMALIES:
EXPERIMENTAL BIO-
ENHANCEMENT
SERUM (TRACE)

no...



BLOOD/ANOMALIES:
MUTANT X-FACTOR,
RAPID HEALING.

HMM...
ALMOST...

SZAAAK

THWIP

COME ON,
DOOM--IF THAT
IS YOU--

--YOU DON'T
GOTTA START A **WAR**
JUST TO GET YOUR OLD
BUDS TO COME
VISIT!

THWIP

THWIP

THWIP

THWIP

THWIP

**CLONING/ANIMATICS:
HUMAN WITH
EXTREME CELLULAR
REPLICATION.**

**WATCH
WATCH
WATCH**

**AHHH...
PERFECT.**

NEXT TIME
YOU FEEL LONELY, JUST
TEXT ME.

OR BETTER
YET--DROP BY MY
PLACE. WE'LL PLAY
XBOX FOR A
WHILE...

RRRAH!

...AND YOU
CAN WATCH YOUR
IDOL--HITLER--
ON THE HISTORY
CHANN--

--HUH?

=spk=

AAAAAA-
AAHHHH!

VZZZZZZ

THUNK

A CAR?
WHAT THE--?

RRRRRR



ARRRRHHH!

LOGAN!
SLOW
DOWN!

DO YOU
KNOW WHICH WAY
YOU'RE--

GOT TO
GET US *OUT*
OF THIS...

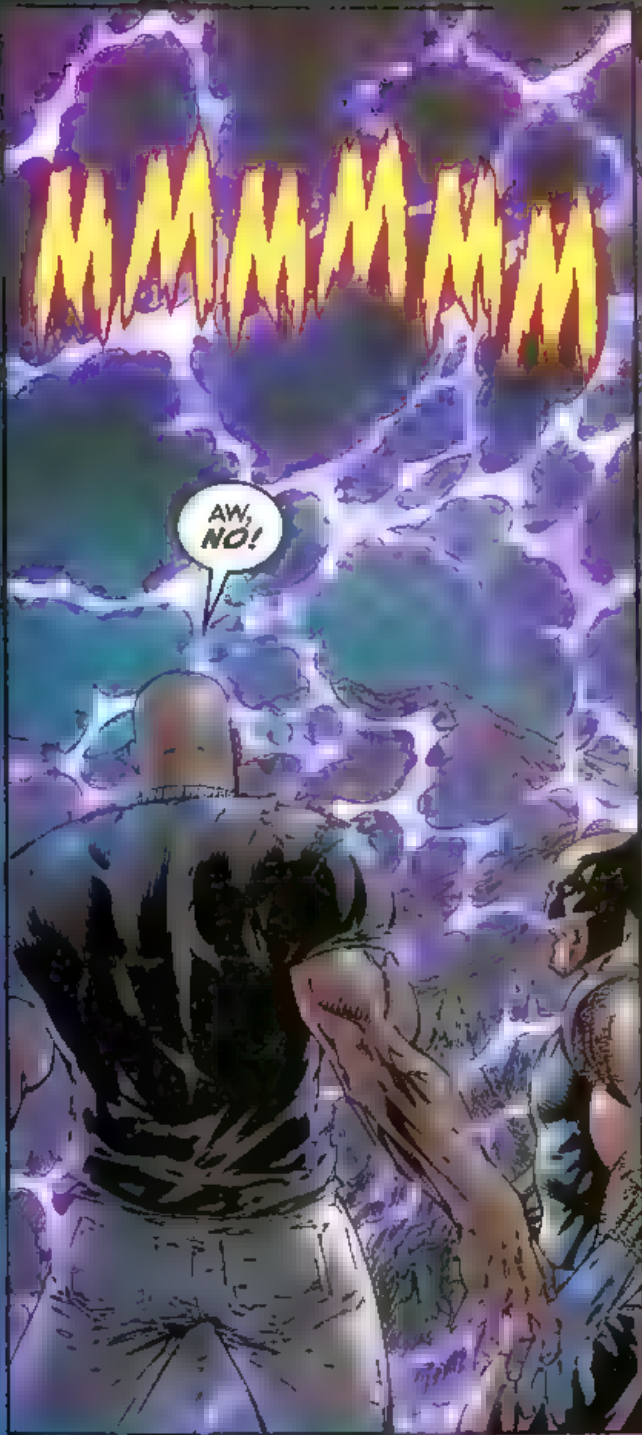


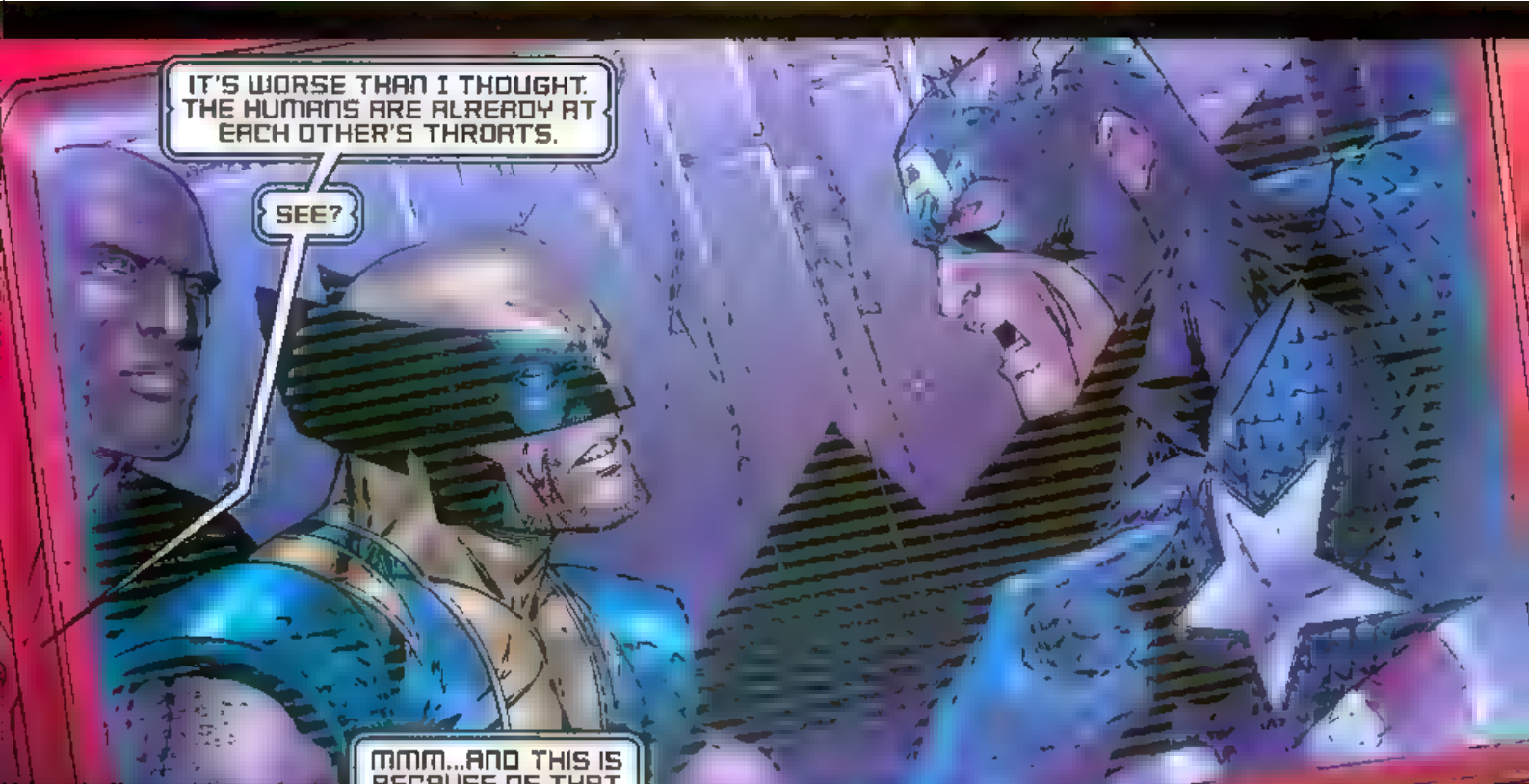
...BLASTED...
PLACE!



CAP'S
OKAY--JUST
STUNNED.

LET'S
GET BACK IN
THERE AND
FIND--






IT'S WORSE THAN I THOUGHT.
THE HUMANS ARE ALREADY AT
EACH OTHER'S THROATS.

SEE?

MMM...AND THIS IS
BECAUSE OF THAT
STRUCTURE? THAT
ARRAY?

YES,
SIR.



IT'S EMITTING A KIND OF...
AGGRESSION WAVE, I GUESS
YOU COULD CALL IT. IT WORKS
DIRECTLY ON THE HUMANS'
MINDS...RAISES THEIR
SEROTONIN LEVELS AND
SCRAMBLES THEIR
NEUROTRANSMITTERS.

IT'S MAKING THE
COSTUMED ONES
ACT MORE VIOLENTLY
THAN USUAL...

...AND IT'S WHIPPING
THOSE TWO NATION-
STATES UP TO A
XENOPHOBIC *WAR*
FEVER.

WHICH
MEANS
WE'VE GOT
A *NEW*
GAMBIT
BEING
PLAYED
BY AN *OLD*
ENEMY...



...MEGATRON.

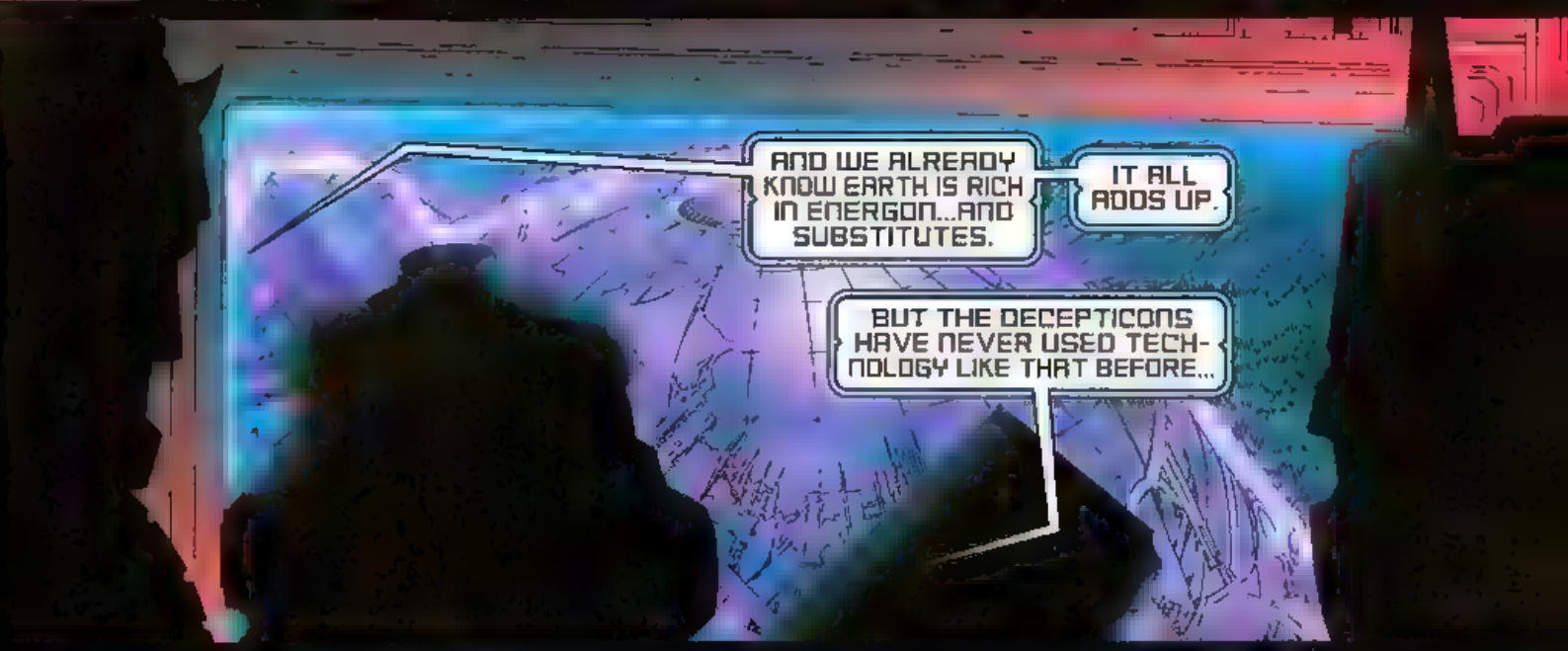




THE DECEPTICONS?

HE'S RIGHT--IT'S
THEIR USUAL
STRATEGY.

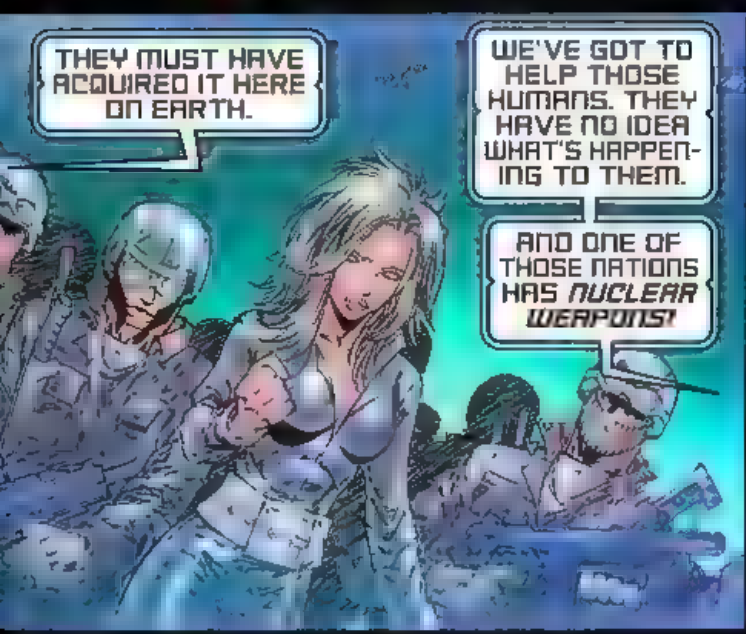
INCITE *HAVOC* ON A PLANET,
THEN STRIP THAT WORLD OF
LIFE-GIVING *ENERGON* AFTER
ITS INHABITANTS WIPE EACH
OTHER OUT.



AND WE ALREADY
KNOW EARTH IS RICH
IN *ENERGON*...AND
SUBSTITUTES.

IT ALL
ADDS UP.

BUT THE DECEPTICONS
HAVE NEVER USED TECH-
NOLOGY LIKE THAT BEFORE...



THEY MUST HAVE
ACQUIRED IT HERE
ON EARTH.

WE'VE GOT TO
HELP THOSE
HUMANS. THEY
HAVE NO IDEA
WHAT'S HAPPEN-
ING TO THEM.

AND ONE OF
THOSE NATIONS
HAS *NUCLEAR*
WEAPONS!



WE ARE
SUPPOSED
TO KEEP
A LOW
PROFILE--

I KNOW THAT. I
GAVE THE ORDER,
REMEMBER?

BUT THIS IS WAR--
AND THE ENEMY JUST
FIRED A SHOT ACROSS
OUR BOW.



'JACK--HOLD
THE FORT HERE.
THE REST OF YOU...

...LET'S
ROLL
OUT.

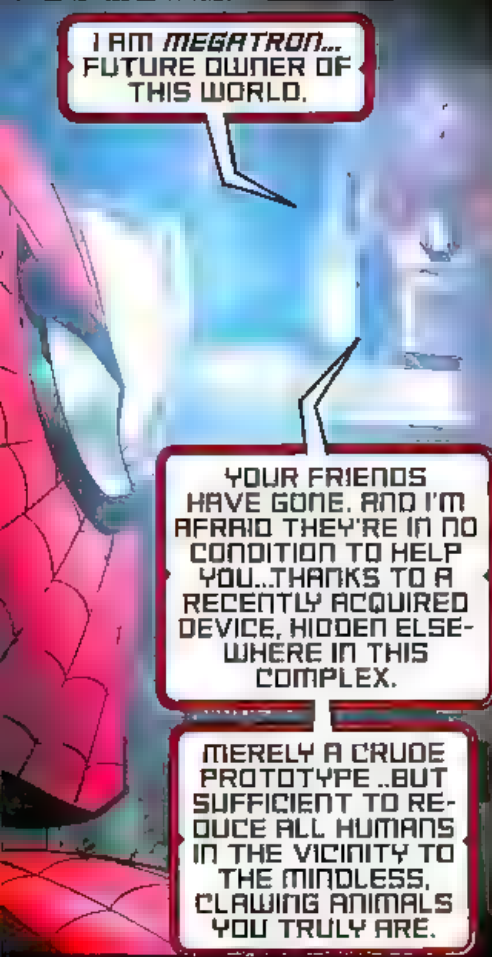
A large panel showing Spider-Man in a red and blue mechanical suit, standing in a futuristic, metallic environment. He is looking towards the left. The background is a bright, hazy blue.

uuuuuuhh...

AAAAH...
WELCOME
BACK, HUMAN...

...I WANTED YOU
TO BE *CONSCIOUS*
FOR THIS.


YOU NEEDN'T STRUGGLE.
WE'VE ENTERED FULL *MIRROR
RESPONSE MODE*...ALL SUPER-
HUMAN ASSAULTS ARE BEING
EFFECTIVELY NEUTRALIZED BY
CORRESPONDING FIREPOWER

A close-up of Spider-Man's face, showing his mask and eyes. He has a concerned expression.

I AM MEGATRON...
FUTURE OWNER OF
THIS WORLD.

YOUR FRIENDS
HAVE GONE. AND I'M
AFRAID THEY'RE IN NO
CONDITION TO HELP
YOU...THANKS TO A
RECENTLY ACQUIRED
DEVICE, HIDDEN ELSE-
WHERE IN THIS
COMPLEX.

MERELY A CRUDE
PROTOTYPE...BUT
SUFFICIENT TO RE-
DUCE ALL HUMANS
IN THE VICINITY TO
THE MINDLESS,
CLAWING ANIMALS
YOU TRULY ARE.

A close-up of Spider-Man's face, showing his mask and eyes. He has a concerned expression.

THANKFULLY,
THIS LABORATORY IS
SHIELDED FROM ITS
EFFECTS.

AFTER ALL...WE
WOULDN'T WANT YOU
RAGING WITH ANGER
WHILE YOU HELP US
ACHIEVE OUR *GREAT-
EST TRIUMPH*.

A close-up of Spider-Man's face, showing his mask and eyes. He has a concerned expression.

...RUH-
ROH...



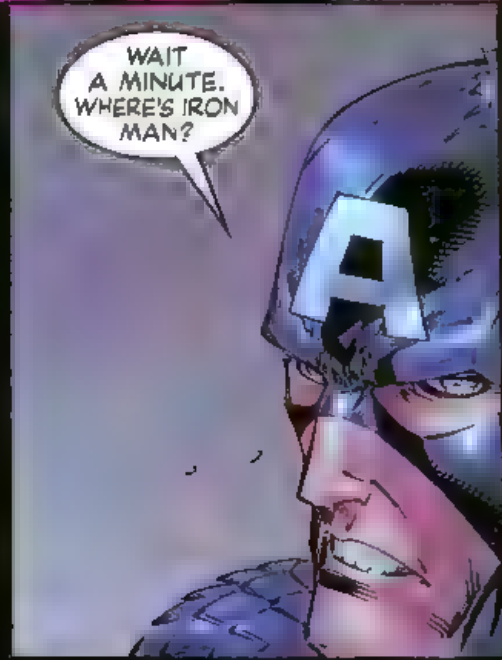
FALCON,
MS. MARVEL--THANKS
FOR ANSWERING THE
CALL.

DID
S.H.I.E.L.D.
BRIEF YOU ON THE
SITUATION WHILE
BRINGING YOU
IN?

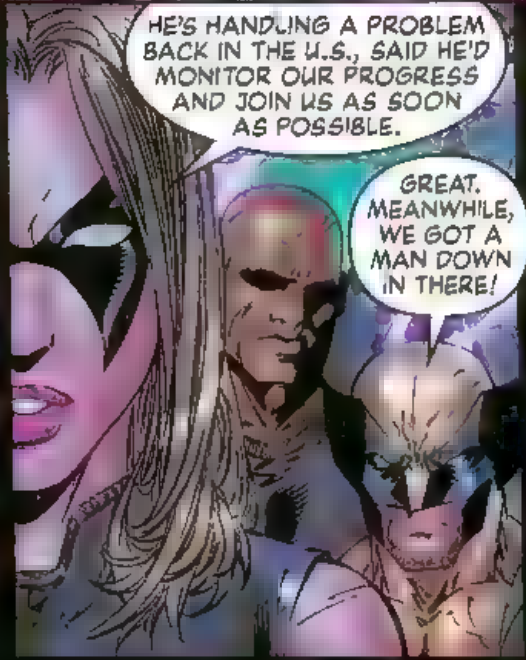
WE
GOT IT,
CAP.

FALCON
A.K.A. Sam Wilson
High-tech wings
Aerial expert

MS. MARVEL
A.K.A. Carol Danvers
Alien-enhanced strength,
invulnerability and flight



WAIT
A MINUTE.
WHERE'S IRON
MAN?



HE'S HANDLING A PROBLEM
BACK IN THE U.S., SAID HE'D
MONITOR OUR PROGRESS
AND JOIN US AS SOON
AS POSSIBLE.

GREAT.
MEANWHILE,
WE GOT A
MAN DOWN
IN THERE!



ARE WE GOIN' IN,
OR NOT?

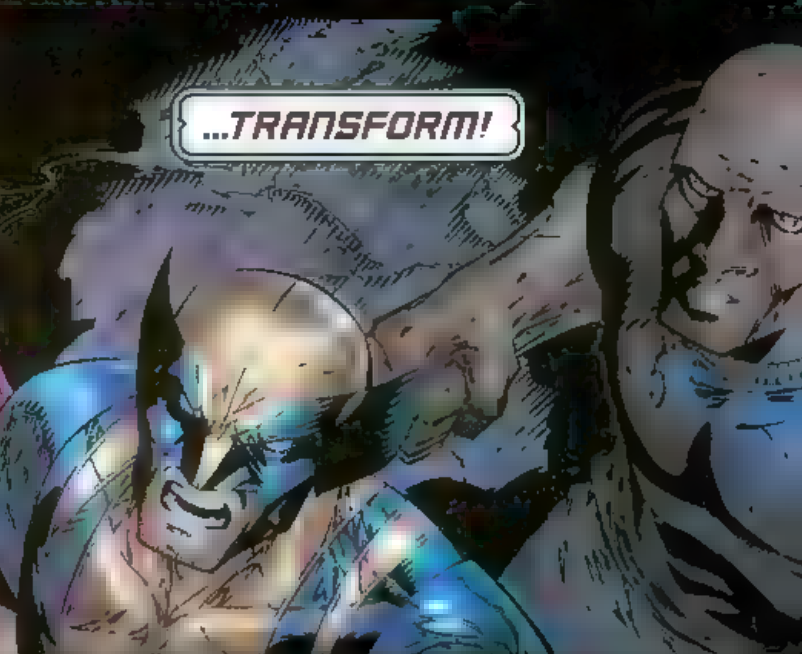
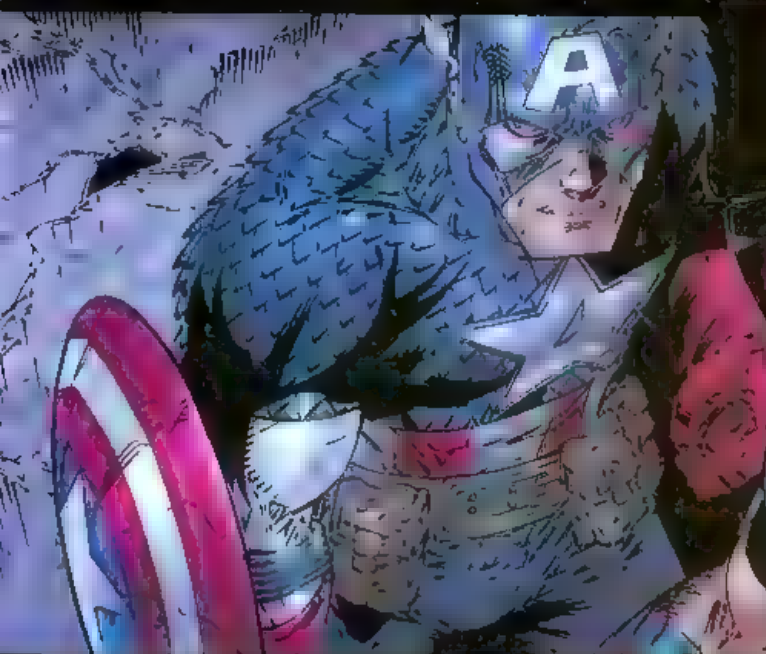
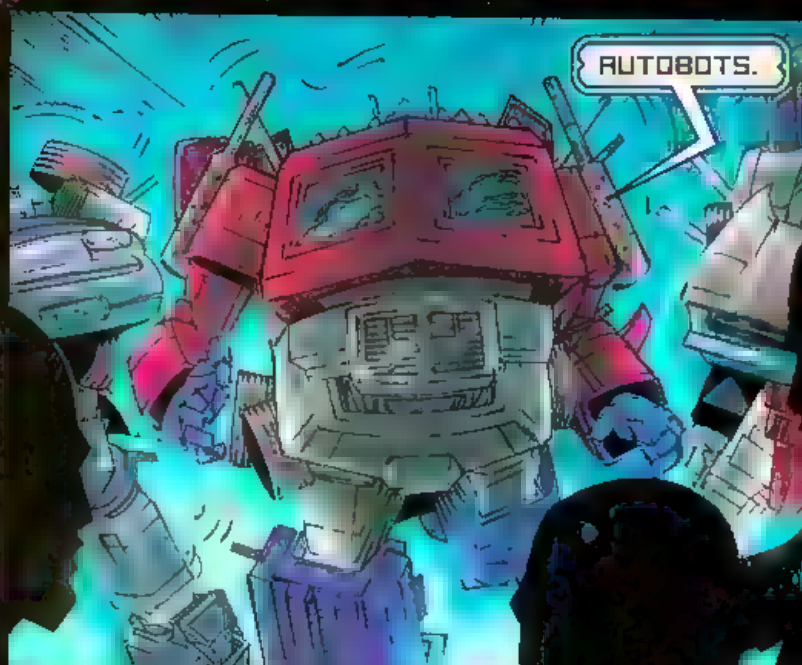
STEP
BACK NOW,
BROTHER--



WE
AIN'T YOUR
BROTHERS.

YOU WANNA TRY
THOSE *PIGEON WINGS*
AGAINST ME?





I AM OPTIMUS
PRIME...LEADER OF
THE AUTOBOTS

THIS IS OUR WAR...
OUR BURDEN.
A CONFLICT THAT HAS
RAGED ACROSS THE
COSMOS, FOR GENERA-
TIONS WITHOUT END

IF YOU VALUE
YOUR WORLD...YOUR
OWN LIVES AND THOSE
OF YOUR PEOPLE

OPTIMUS
PRIME

RATCHET

IAZZ

BUMBLEBEE

PROWL

YOU
WILL
LEAVE
THIS
PLACE

NOW

THE ENGINES
OF WAR.

SOMETIMES THEY GRIND SO
LOUD IN YOUR BRAIN--THEY
DROWN OUT EVERYTHING
ELSE. AND ALL YOU CAN DO...

AVENGERS...

...IS HEED
THEIR CALL.

...ATTACK!

TO BE
CONTINUED!

THE NEW AVENGERS

MARVEL
LIMITED SERIES
2 of 4

THE TRANS FORMERS™



MOORE
KIRKHAM
REGLA
KWOK
BLONDI

RATED T+



7 59606 06185 3

00211

\$2.99 US \$3.75 CAN

DIRECT EDITION

CAPTAIN AMERICA
Legendary super-soldier



SPIDER-MAN
Wise-cracking wall crawler



WOLVERINE
Feral mutant



LUKE CAGE
Steel hard powerhouse



MS. MARVEL
Alien-altered warrior



THE FALCON
Aerial expert



COUNTDOWN TO LATVERIAN / SYMKARIAN WAR: T MINUS 15 HOURS, 22 MINUTES

With the neighboring Eastern European nations of SYMKARIA and LATVERIA hours away from a devastating war, S.H.I.E.L.D. sends super-soldier CAPTAIN AMERICA to lead a New Avengers "stealth" team into Latverian territory. There, they discover a mysterious Array saturating the surrounding area with unknown radiation. When the Avengers enter the Array, they are attacked by unseen machines — which then take Spider-Man captive.

Meanwhile, Doctor Doom — absolute ruler of Latveria — is believed to have gone underground.

OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots from the planet Cybertron, who are capable of transforming themselves into ordinary-looking vehicles — are monitoring the costumed heroes. The Autobots learn the truth: the Array, under the command of MEGATRON and the evil DECEPTICONS, is emitting an "Aggression Wave" that's whipping Symkaria and Latveria into a war fever — and warping the minds and judgment of the Avengers as well.

Optimus Prime makes the difficult decision to reveal the Autobots' existence to the Avengers — and to warn them away from the Array. But the sudden appearance of five giant, transforming robots spurs the already unstable Avengers to attack!

OPTIMUS PRIME
Commander in chief



PROWL
Unit commander



BUMBLEBEE
Intelligence



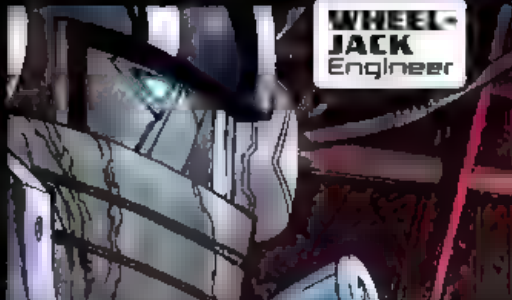
RATCHET
Medic



JAZZ
Communications



WHEEL-JACK
Engineer



PROWL, THESE HUMANS ARE SERIOUSLY IMPAIRED.

THAT AGGRESSION WAVE IS--

AVENGERS...



TAKE THEM
DOWN!!

AUTOBOTS
STANDARD HUMAN
CONTAINMENT
TECHNIQUES!

NO KILLING..

UNLESS
ABSOLUTELY
NECESSARY

**STUART
MOORE**
writer
**JASON
PEARSON**
cover artist

**TYLER
KIRKHAM**
penciler
**ALEJANDRO
ARONA**
asst. editor

**SAL
REGLA**
inker
**BILL
ROSEMAN**
editor

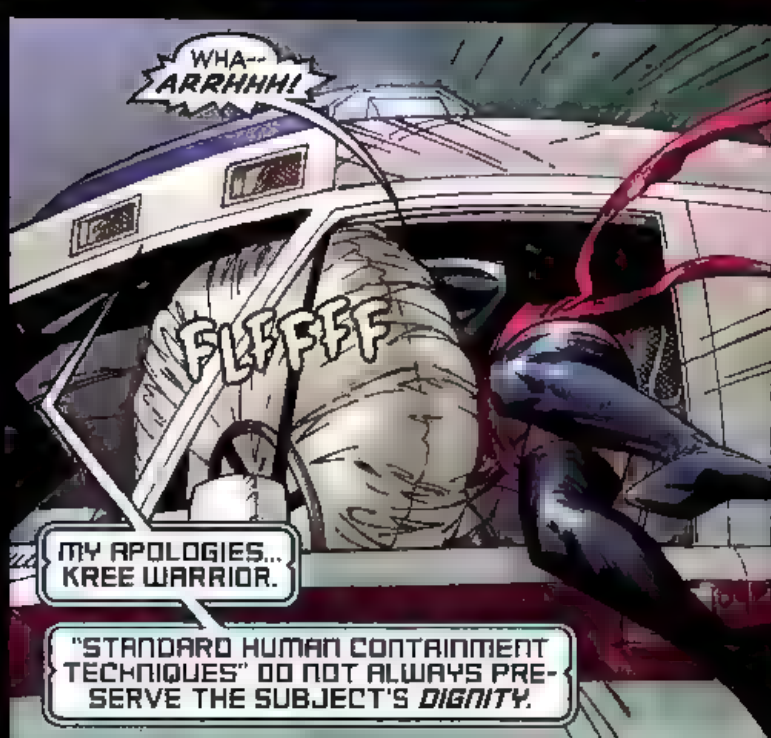
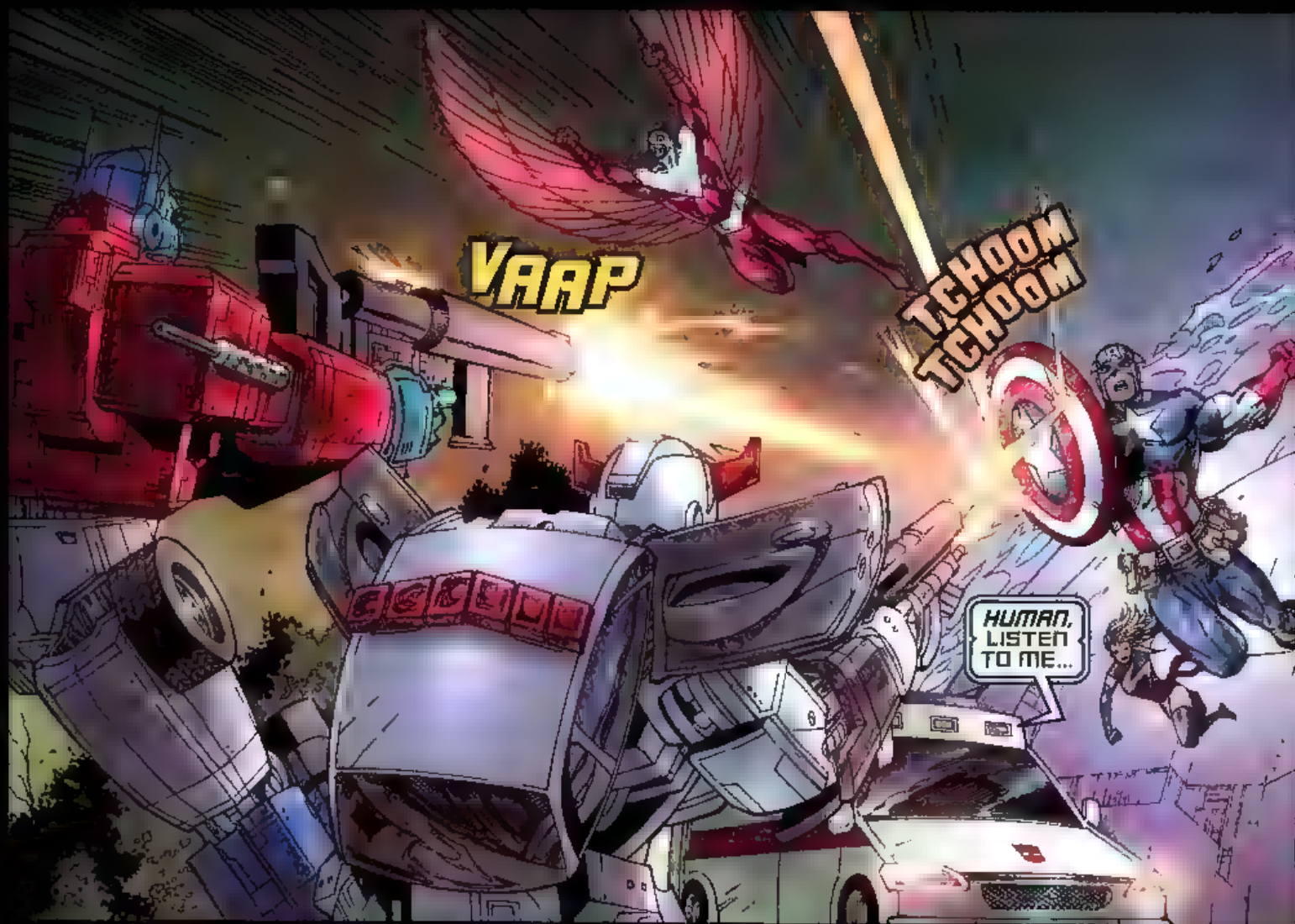
**ANNETTE KWOK
& BLOND**
colorists
**JOE
QUESADA**
editor in chief

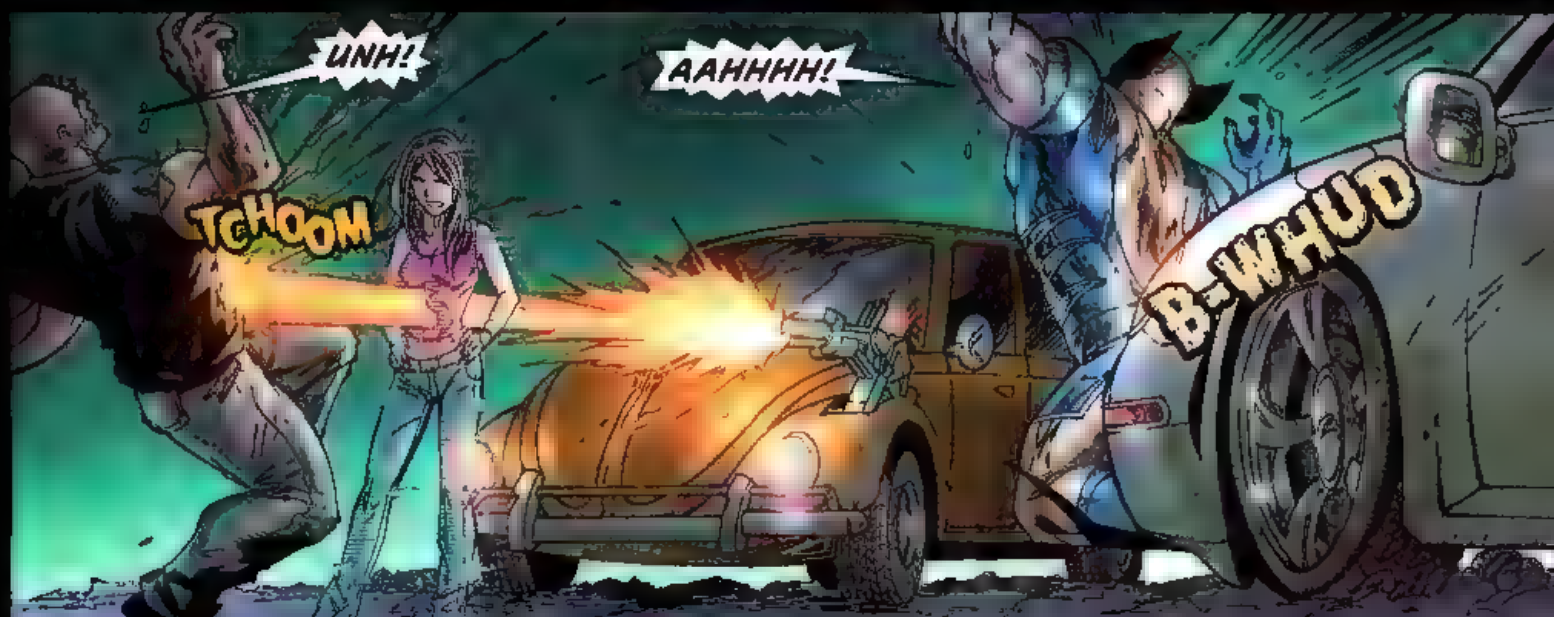
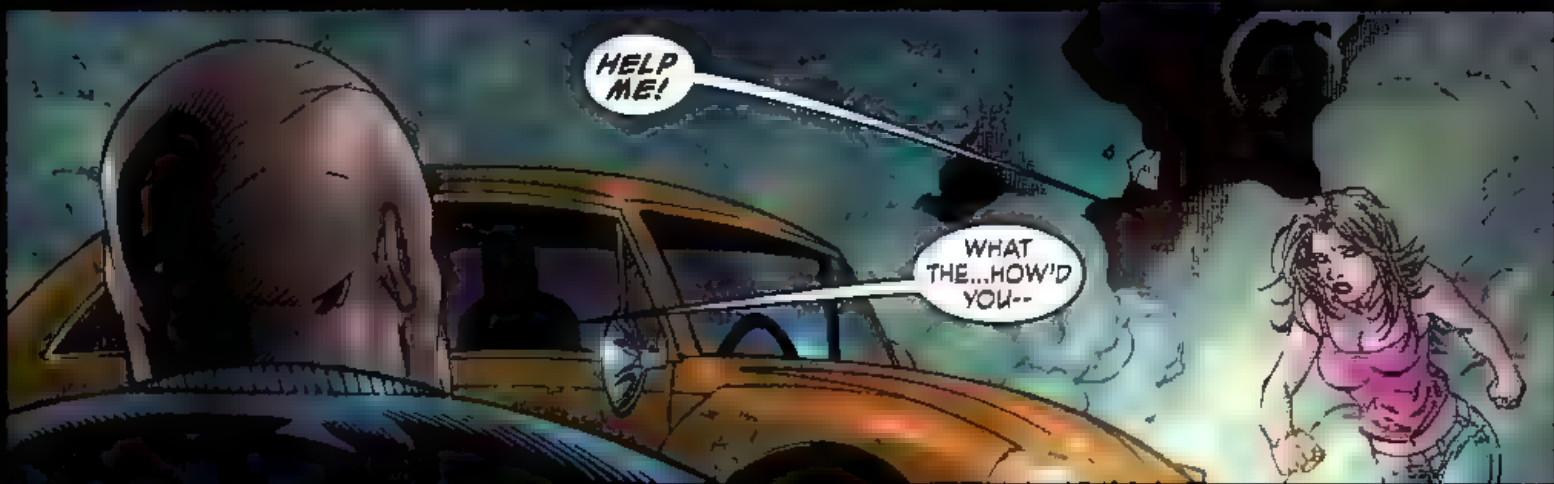
**TODD
KLEIN**
letterer
**DAN
BUCKLEY**
publisher

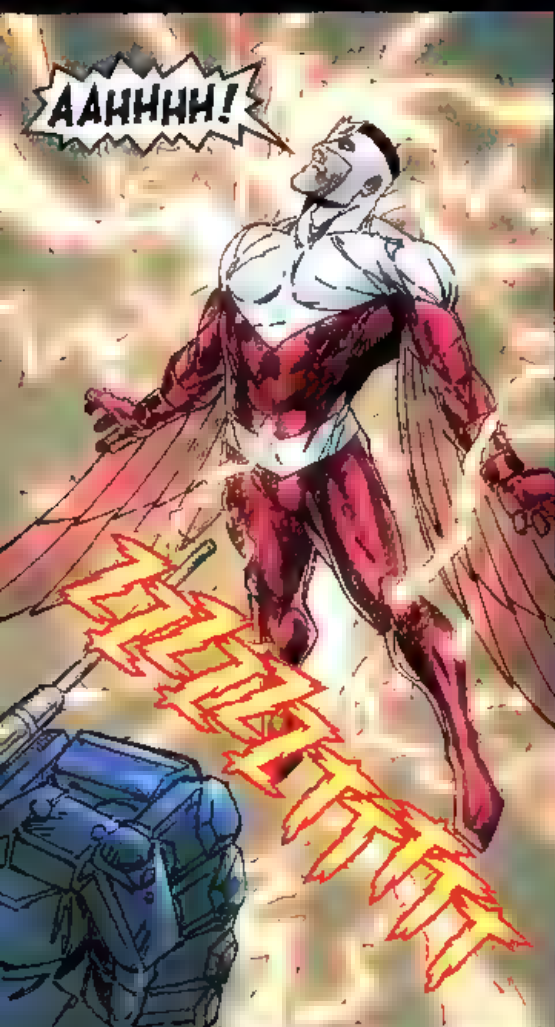
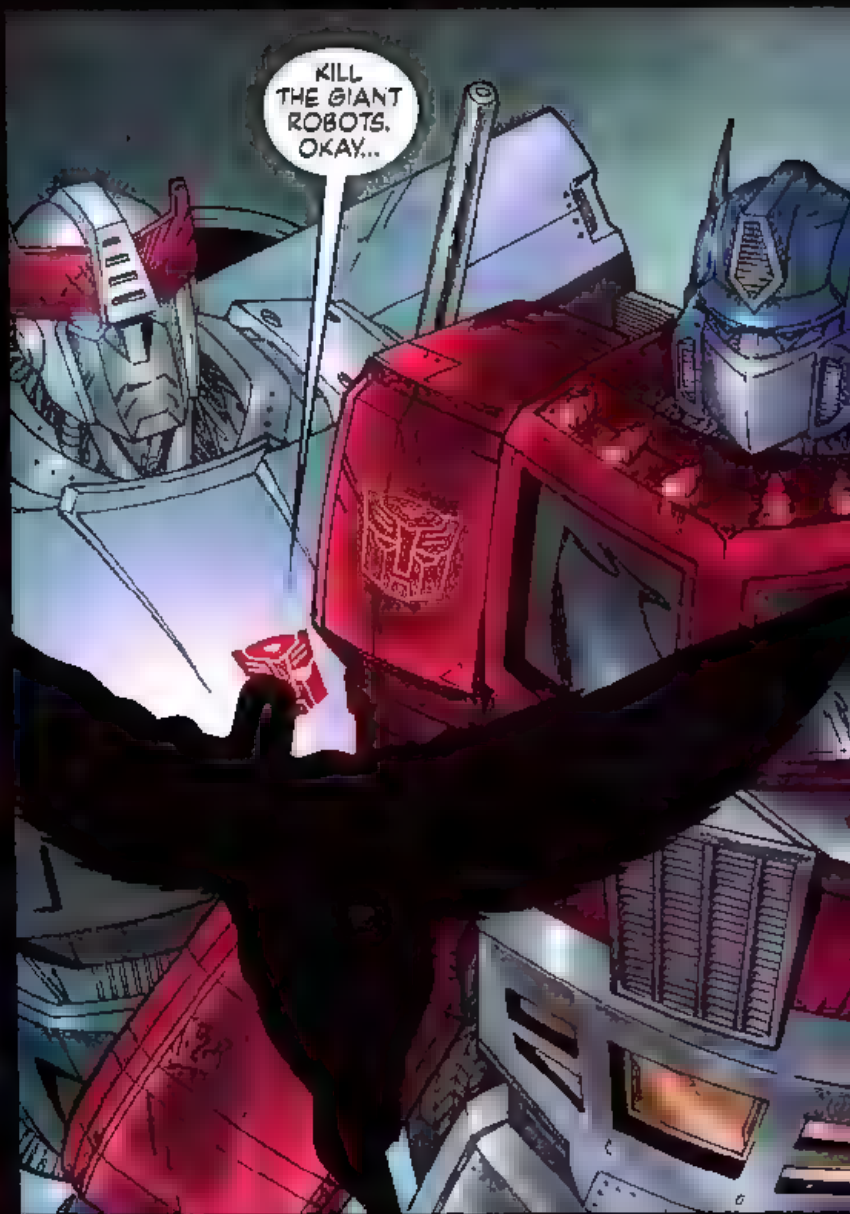
SPECIAL THANKS TO IDW PUBLISHING'S CHRIS RYALL AND HASBRO'S RICHARD ZIMMERMAN.

WWW.MARVEL.COM/MARVELNOW. © 2007 Marvel. Published monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATIONS: 417 9th Avenue, New York, NY 10018. © 2007 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No identity between any of the comic characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.99 per copy in the U.S. and \$3.75 in Canada (GST #R127242852) in the direct market. Canadian Agreement #4066557. Printed in the USA. ALAN FINE CEO Marvel Toys & Publishing Children's and Q&A Marvel Entertainment, Inc. (BAYVIEW GABRIEL) Senior VP of Publishing Sales & Circulation: DAVID BRODART, VP of Business Affairs & Editorial Operations: MICHAEL BASCILLI, VP Merchandising & Communications: JIM BOYLE, VP of Publishing Operations: DAN CARR, Executive Director of Publishing Technology: JUSTINE GABRIEL, Managing Editor: SUSAN GREEN, Production Manager: STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Malinowski, Advertising Director, at jmalinowski@marvel.com or 212-512-3534. For Marvel subscription inquiries, please call 800-217-8199.







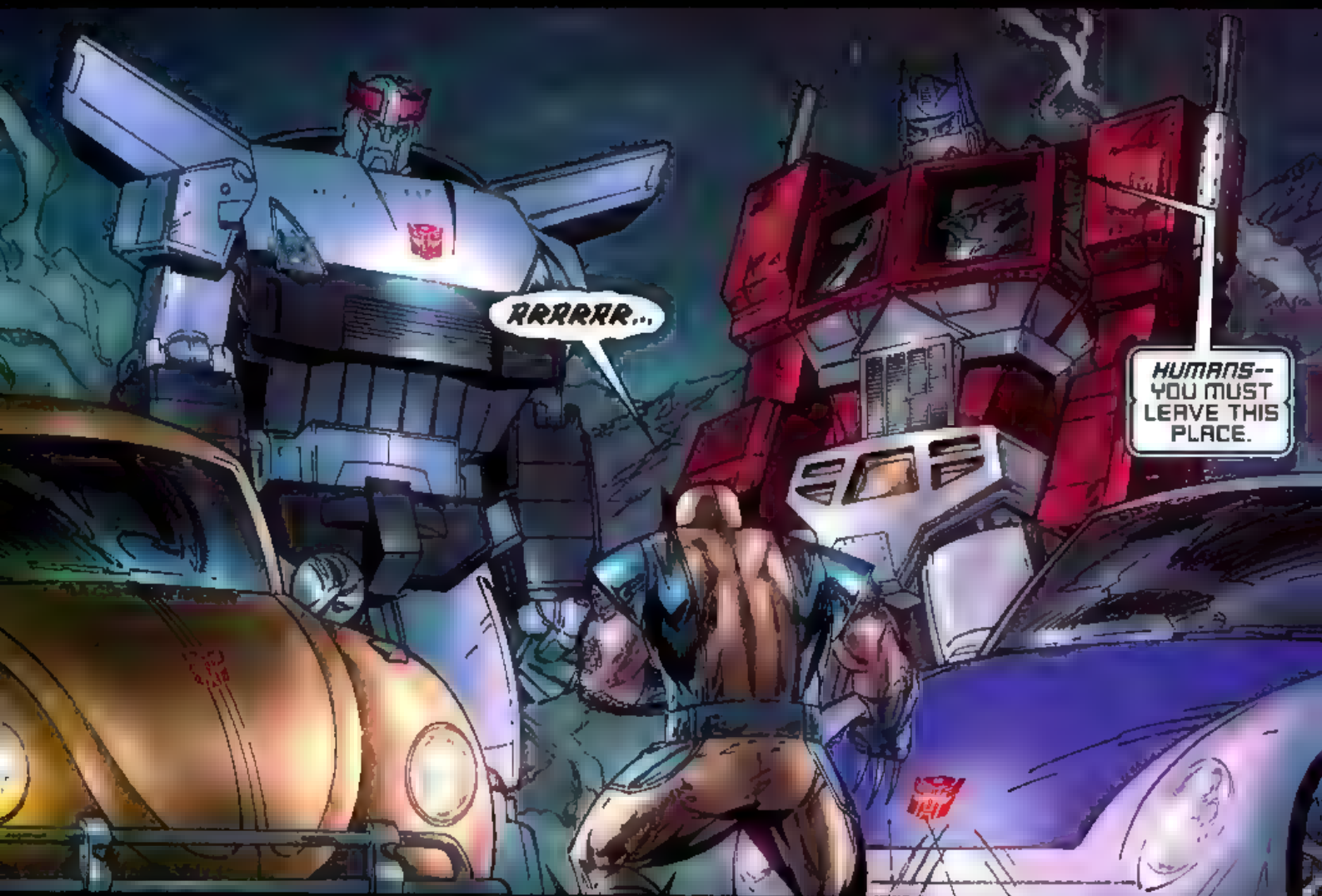




BUT WE
CAN'T LET
YOU--

RAHHHHH!

SHUNK



RRRRRR...

HUMANS--
YOU MUST
LEAVE THIS
PLACE.



LET
GO OF
ME!

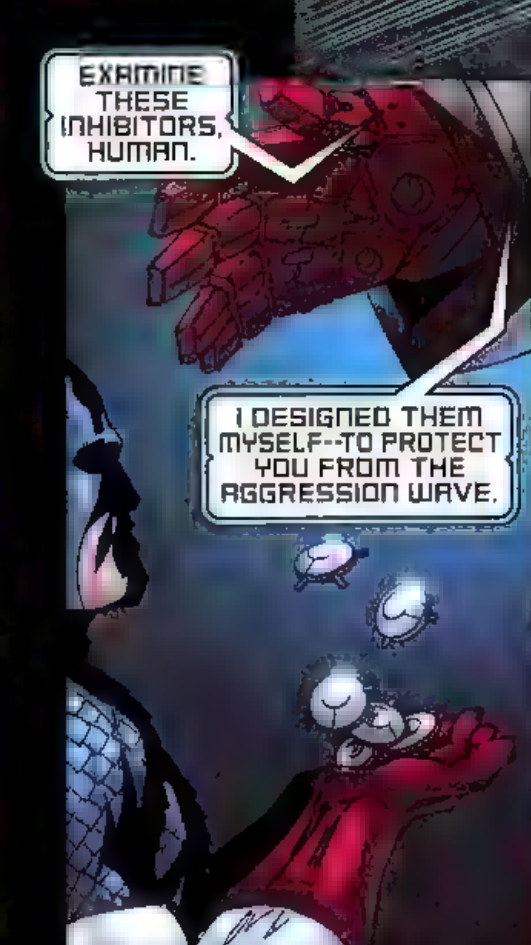
WHAM



IF ANYONE'S
LEAVIN'--IT'S YOU RUST-
BUCKETS--







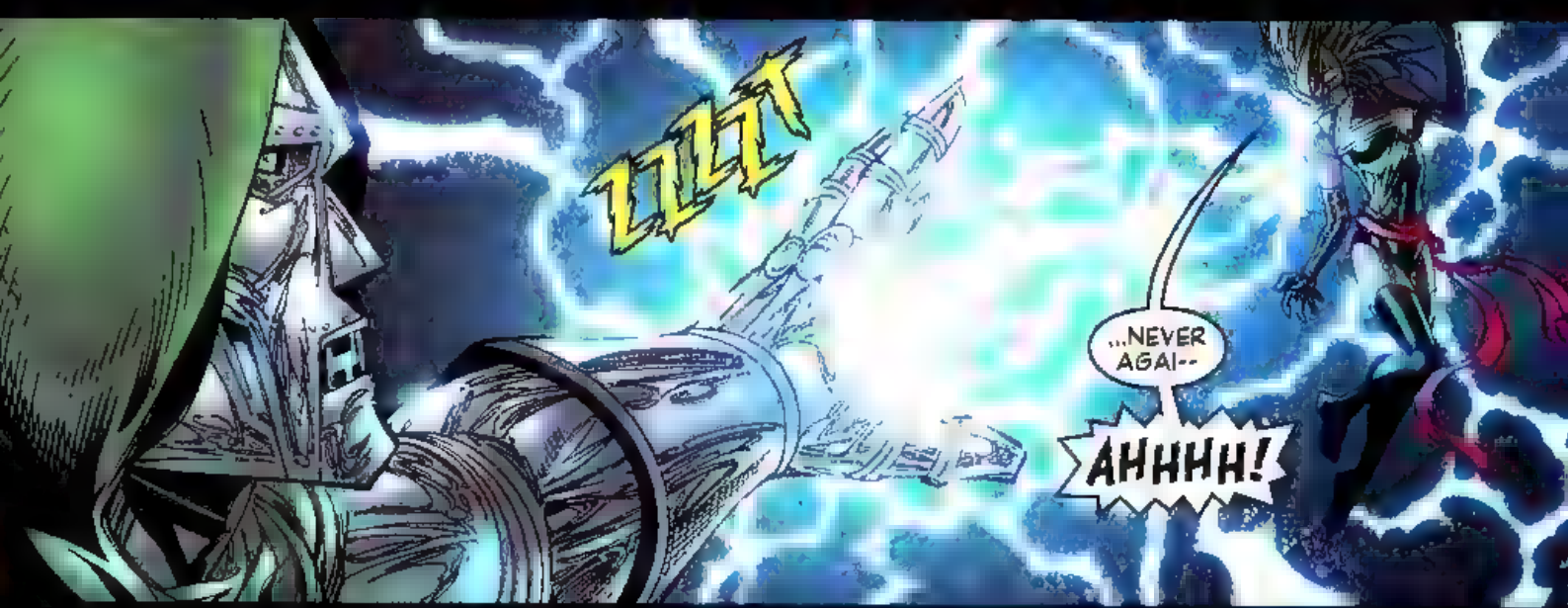
EXAMINE
THESE
INHIBITORS,
HUMAN.

I DESIGNED THEM
MYSELF--TO PROTECT
YOU FROM THE
AGGRESSION WAVE.



NO!
I'LL NEVER
WEAR ONE
OF THOSE
THINGS.

I'VE
BEEN MIND-
CONTROLLED
BEFORE...



...NEVER
AGAI--

AAAAH!



DOOM, IF
YOU HURT ONE MORE
AVENGER--I WON'T BE
RESPONSIBLE FOR
WHAT HAPPENS.

NOW, **SOMEONE**
BETTER EXPLAIN WHAT'S
GOING ON.

IT IS A
SIMPLE
SAD STORY,
HUMAN.



WE AUTOBOTS
HAVE STOOD
AGAINST THE
DECEPTICONS
FOR EONS.

THEY USE
DEVICES
LIKE **THIS**
TO EXPLOIT
WORLDS--
DRIVE THE
POPULACE
TO WAR...

...THEN
STRIP THOSE
DEVASTATED
WORLDS OF
ENERGON
FUEL.



I...I'VE SEEN THOSE WORLDS, DURING MY TIME OUT IN SPACE, WITH THE STAR-JAMMERS.

PLANET-SIZED, EMPTY HUSKS. DRAINED OF ALL RESOURCES... ALL LIFE...

BIG, OUTER-SPACE ROBOT WAR. GOT IT.

SO WHAT'S **DOOM** GOT TO DO WITH IT?



THIS... **ARRAY**... WAS PLANTED ON **MY LAND** WITHOUT MY KNOWLEDGE. NATURALLY I ATTEMPTED ITS REMOVAL.

YOU SEE THE RESULTS.



I AM A **MAN**, LIKE YOU-- A CITIZEN OF THIS PLANET. AND MY FIRST PRIORITY IS **MY PEOPLE**.

I WILL NOT SEE THEM DESTROYED BY **ME** **MERE MACHINES**.

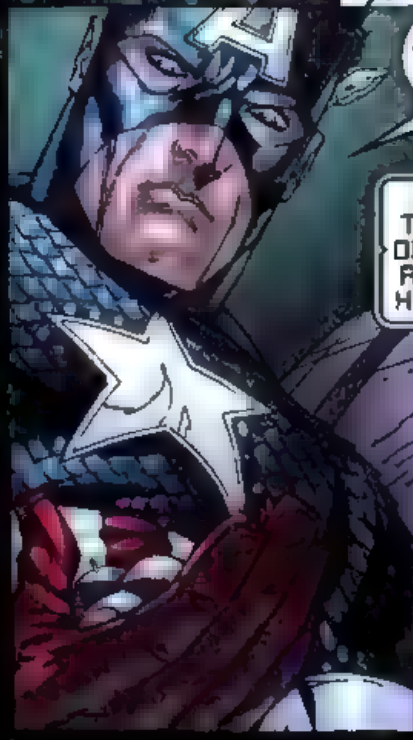
HUH...!

YOU SAID SOMETHING BEFORE...ABOUT THE **AGGRESSION-WAVE** TECHNOLOGY?



YES. THREE MONTHS AGO, A VERSION OF MY MIND-CONTROLLING **PSYCHO-PRISM** WAS STOLEN FROM A NEARBY LABORATORY.

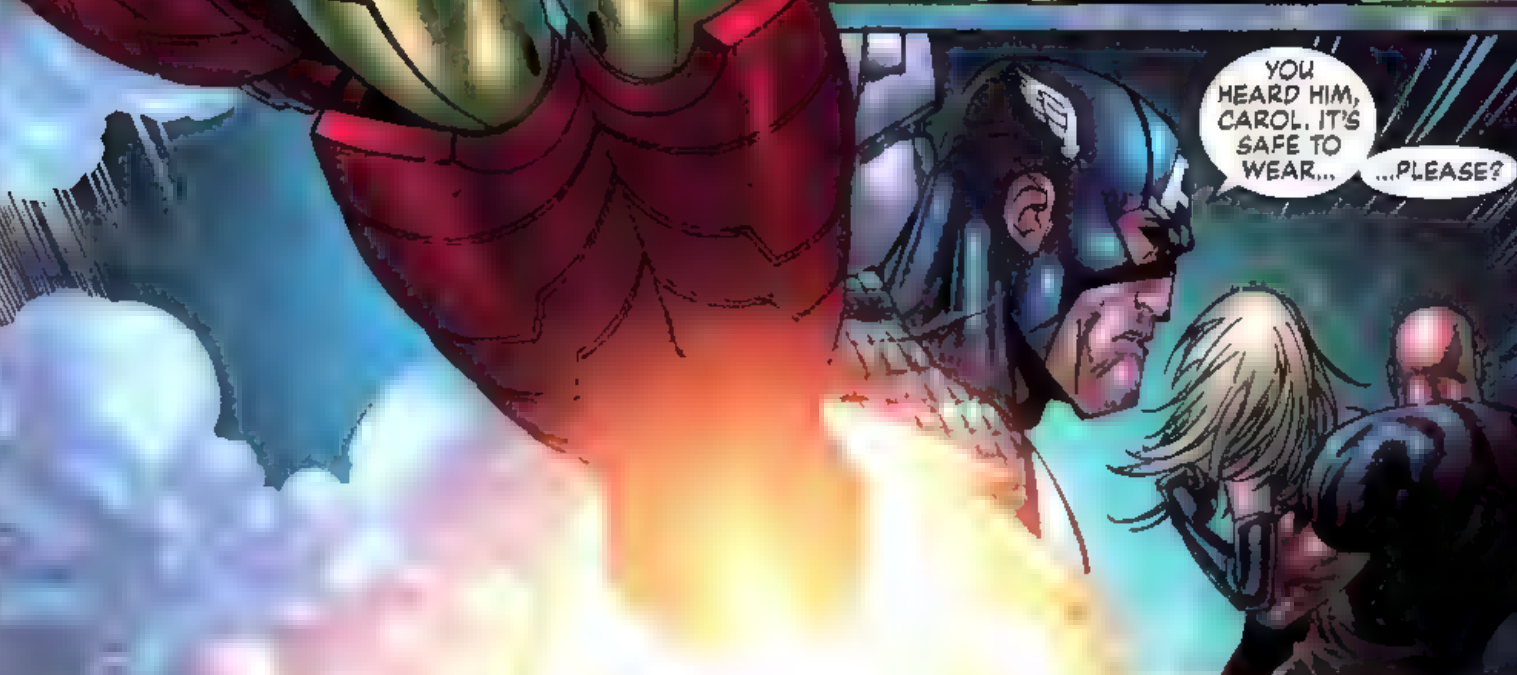
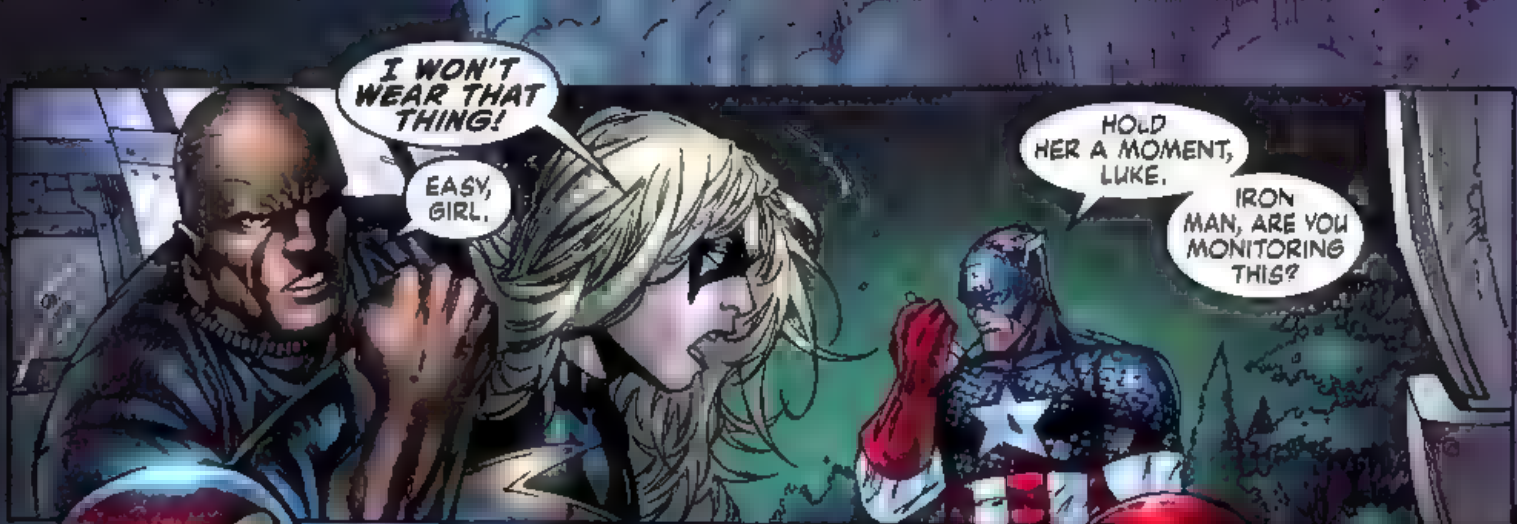
THE ITEM IN QUESTION WAS MERELY A **PROTOTYPE**--NOT DESIGNED FOR **PRECISE** MENTAL CONTROL. YET SUFFICIENT TO TWIST HUMAN MINDS INTO A **MURDEROUS RAGE**.



UH...**RATCHET**? THESE DEVICES...THEY SHOULD PROTECT US?

I DESIGNED THEM BASED ON MY RECENT ANALYSES OF HUMAN PHYS--

NO!



Ten minutes later...

THAT'S
IT. DEEP
BREATHS.

THAT WAVE
HIT **YOU AN' ME** THE
HARDEST. YOU, BECAUSE
OF YOUR HALF-**KREE**
DNA...AN' ME...

...CAUSE
I'M JUST A
NASTY PIECE
OF WORK.

IF **THESE**
ARE THE PLANES
THAT HAVE BEEN
SHELLING SYMKARIA,
THEY ARE **NOT**
MINE.

THEY'RE
DECEPTICONS.
ROBOTS IN
DISGUISE

THESE ARE
SKYWARP...
AND **THUNDER-**
CRACKER.

SO THIS
WHOLE WAR
IS JUST A
SETUP!

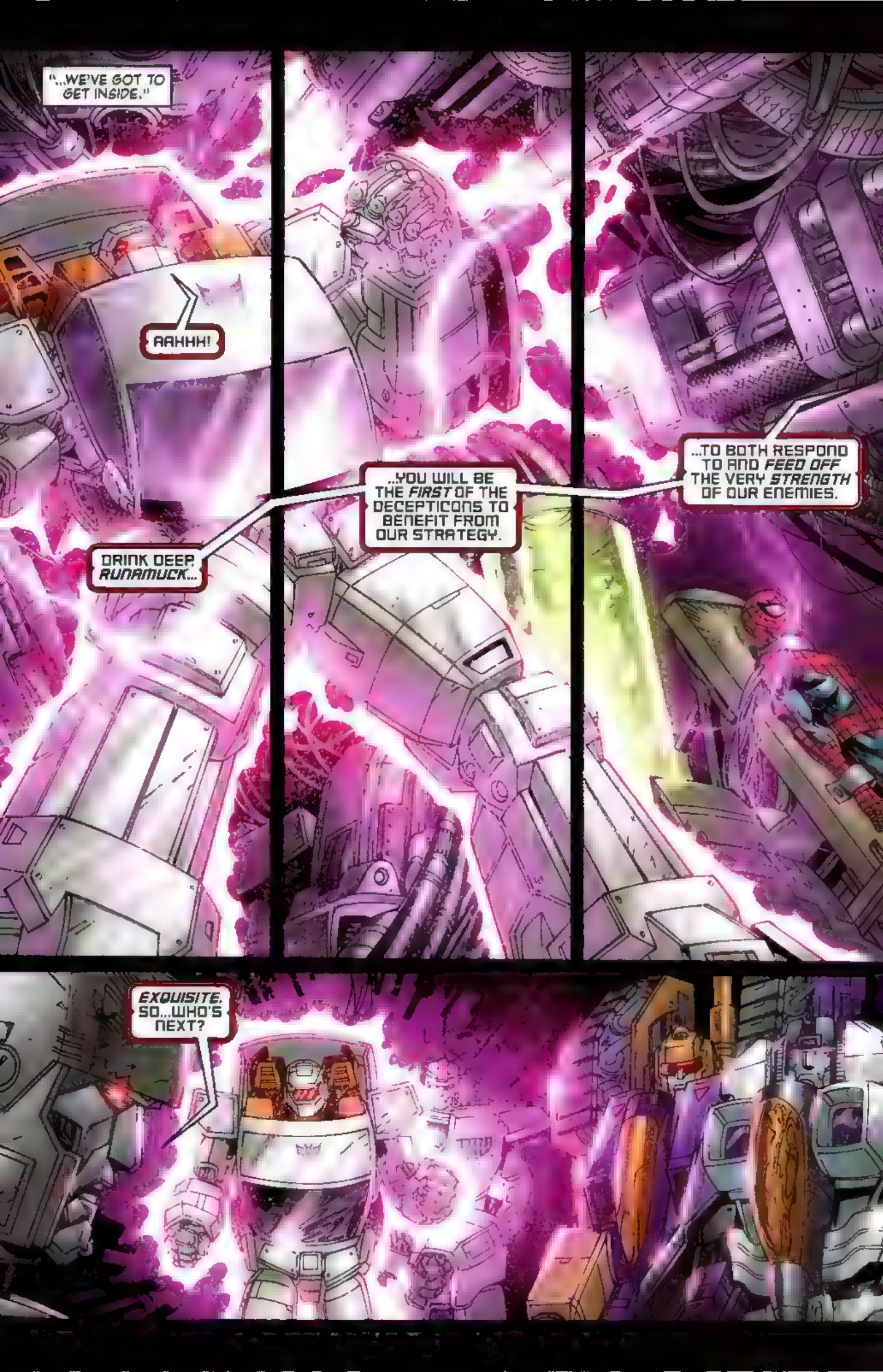
THAT WON'T
STOP IT FROM
ERUPTING INTO
UTTER CHAOS--
IN JUST UNDER
FOURTEEN
HOURS.

AREN'T
WE FORGETTIN'
SOMETHING
ELSE?

SPIDER-MAN'S
STILL **TRAPPED** IN
THERE!

I'M
NOT FORGET-
TING A **THING**,
LOGAN.

EVERYTHING HERE
ADDS UP TO A **SINGLE**
OBJECTIVE...



"...WE'VE GOT TO
GET INSIDE."

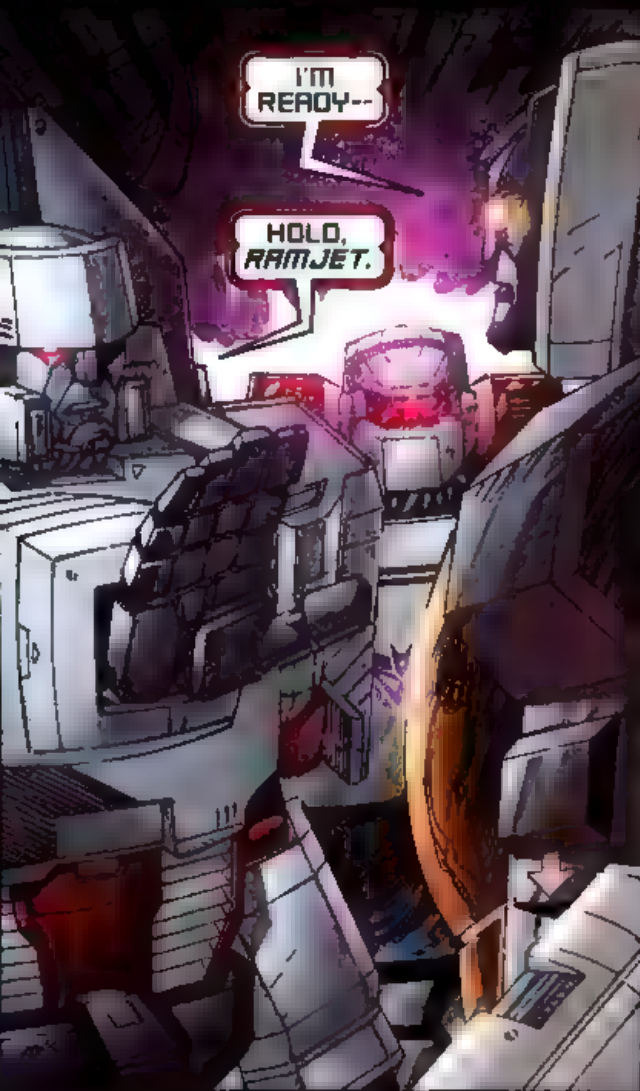
AAHHH!

DRINK DEEP
RUNAMUCK...

...YOU WILL BE
THE *FIRST* OF THE
DECEPTICONS TO
BENEFIT FROM
OUR STRATEGY.

...TO BOTH RESPOND
TO AND *FEED OFF*
THE VERY *STRENGTH*
OF OUR ENEMIES.

EXQUISITE.
SO...WHO'S
NEXT?

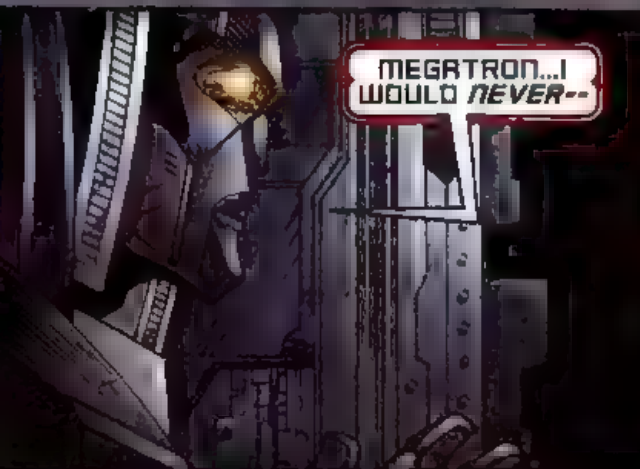


I'M
READY--

HOLD,
RAMJET.

YOU ARRIVED ON
EARTH LESS THAN
HALF A MEGA-
CYCLE AGO.

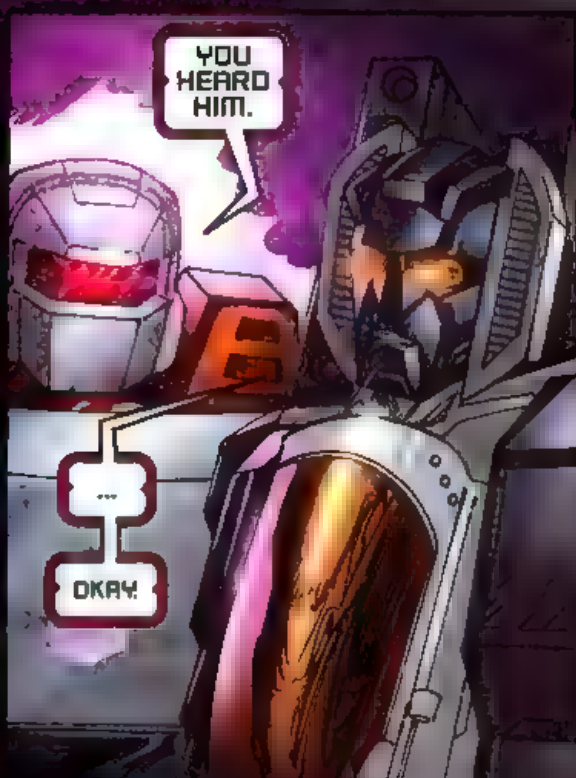
A *SUSPICIOUS*
MIND MIGHT THINK
YOU'D COME HERE
TO *USURP* MY
AUTHORITY.



MEGATRON...I
WOULD *NEVER*--

PERHAPS NOT
BUT I AM NOT
YET PREPARED
TO *TRUST* YOU
WITH THIS
POWER.

PROCEED TO THE
OTHER CHAMBER
AND GUARD THE
STOLEN *PSYCHO-
PRISM*. IT IS THE
KEY TO OUR
TRIUMPH.



YOU
HEARD
HIM.

OKAY.

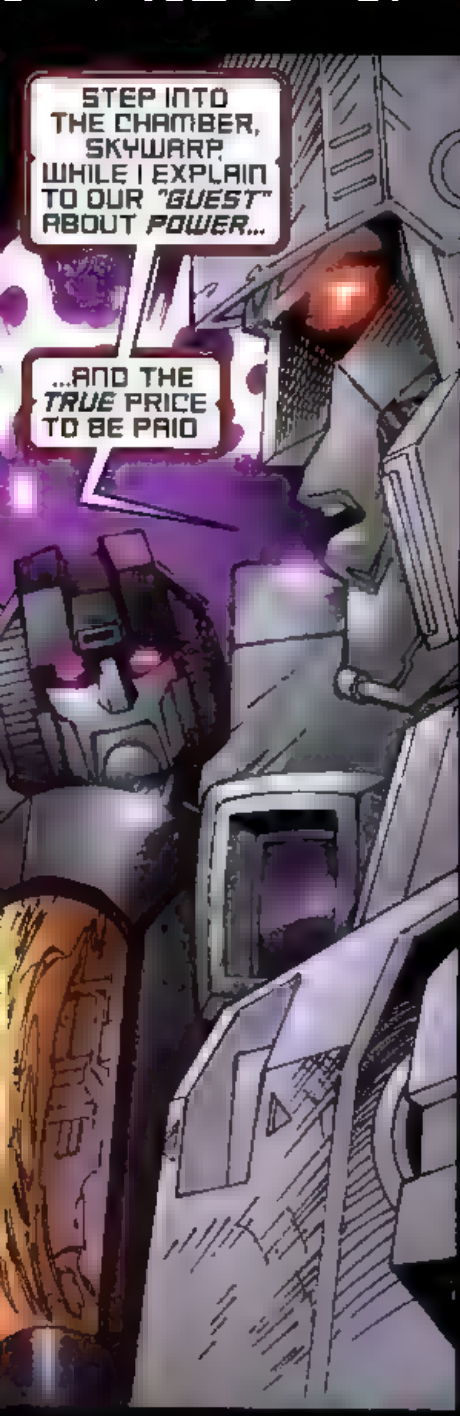


THE PRICE OF
POWER...IS
ETERNAL
VIGILANCE.

UH...



...I
THOUGHT
THAT WAS
"*FREEDOM*."



STEP INTO
THE CHAMBER,
SKYWARP
WHILE I EXPLAIN
TO OUR "GUEST"
ABOUT *POWER*...


...AND THE
TRUE PRICE
TO BE PAID



WE DECEPTICONS
HAVE RAVAGED MANY
WORLDS, HUMAN.

YEAH...
AND IF I GET
LOOSE FROM
HERE...

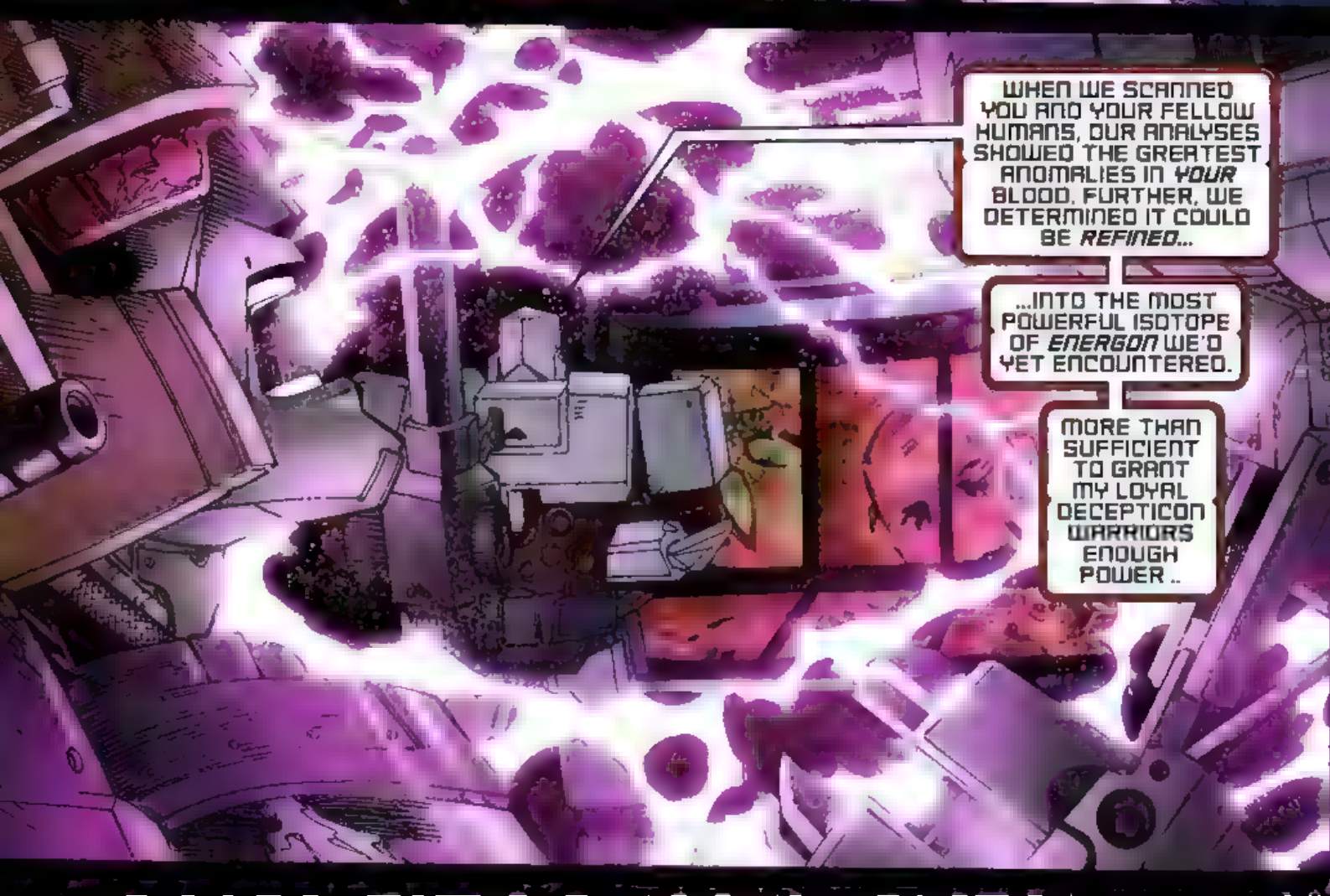
...I'M GOING
TO RAVAGE YOUR
FUSE BOX...!



YET *SOME* PLANETS...
A PRECIOUS FEW ARE
PROTECTED BY UNIQUE
DEFENSES SUCH AS YOU
AND YOUR FELLOW
SUPERHUMANS.

IN THESE RARE CASES, WE
FIND A WAY TO *UTILIZE* THOSE
ABILITIES--EVEN *SIPHONING*
THEM INTO OURSELVES--TO
USE AGAINST OUR ENEMIES

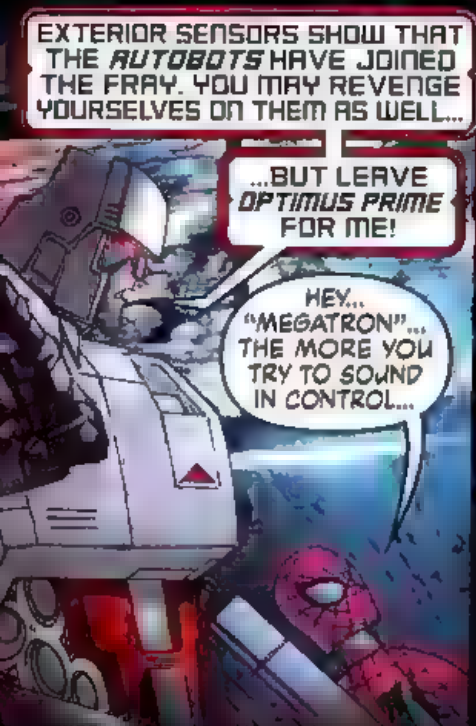
WE CALL THIS
OUR "*MIRROR
RESPONSE
MODE*."



WHEN WE SCANNED
YOU AND YOUR FELLOW
HUMANS, OUR ANALYSES
SHOWED THE GREATEST
ANOMALIES IN *YOUR*
BLOOD. FURTHER, WE
DETERMINED IT COULD
BE *REFINED*...

...INTO THE MOST
POWERFUL ISOTOPE
OF *ENERGON* WE'D
YET ENCOUNTERED.

MORE THAN
SUFFICIENT TO GRANT
MY LOYAL
DECEPTICON
WARRIORS
ENOUGH
POWER...





SO
YOU'RE A
COMBAT MEDIC?
I GOT A BUDDY
USED TO DO
THAT.

BRUTAL
WORK...

YES IT
CAN...
GET TO
YOU...



THE
FOOLS.

TO THINK
THE FUTURE OF
MY NATION MAY
RELY ON SUCH
AS THESE...

YEAH?
I DON'T SEE
YOU HELPIN'
OUT HERE!

SEEMS
LIKE ALL YOU
WANT IS FOR
US TO DO YOUR
DIRTY
WORK!

VERY
PERCEPTIVE,
MUTANT. WHAT
ELSE ARE ONE'S
LESSERS
FOR?


YOU'RE
ABOUT TO BE
TWO PINTS
OF BLOOD
LESS.



CAPTAIN AMERICA...THE
ARRAY'S FORCE FIELD IS
HOLDING. WE CANNOT
BREAK THROUGH IT.

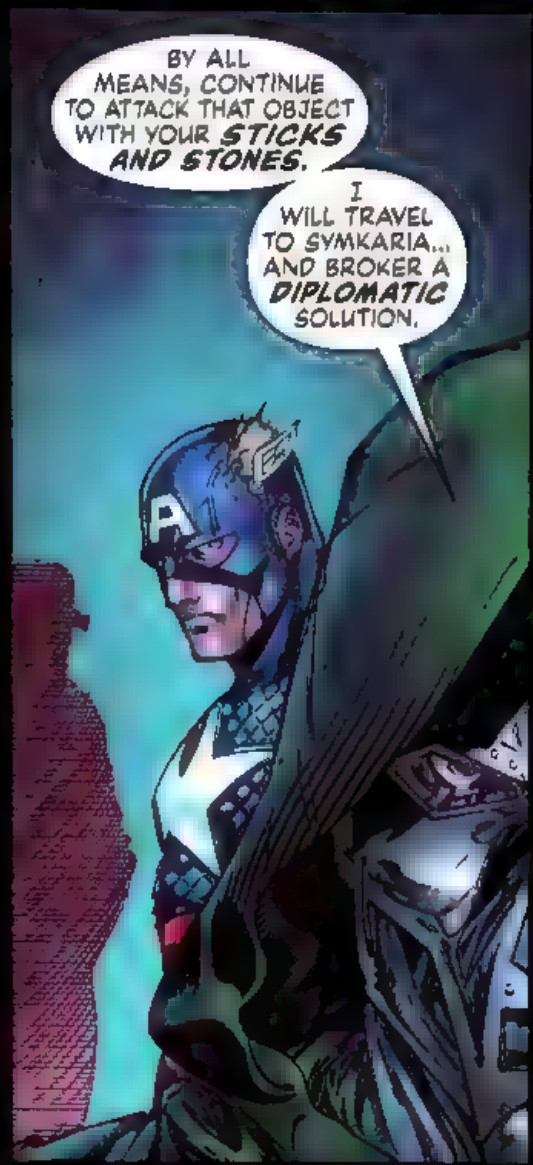
HOWEVER...WITH YOUR
AID, WE AUTOBOTS MAY
KNOW ANOTHER WAY TO--

HOW
CHARMING.




AN
ALLIANCE
BETWEEN TWO
DISGUSTINGLY
INFERIOR
SPECIES.

DOOM
WILL HAVE
NONE OF
IT.



BY ALL
MEANS, CONTINUE
TO ATTACK THAT OBJECT
WITH YOUR *STICKS
AND STONES*.

I
WILL TRAVEL
TO SYMKARIA...
AND BROKER A
DIPLOMATIC
SOLUTION.



DO WE
TRUST THAT
GUY?

NO.
BUT WE'VE
GOT OUR
HANDS FULL
HERE.



**SYARK
SYARK**

PERHAPS
HE WILL
SUCCEED
IN HIS
MISSION.

RATCHET CANNOT
PRODUCE ENOUGH
INHIBITOR DEVICES
TO CALM AN ENTIRE
NATION.

MEANWHILE,
WE'RE DOWN TO TWELVE
HOURS TILL THE SYMKARIANS
ATTACK--AND WE'RE CLEARLY
NOT GOING TO GET INSIDE
THAT THING BY BRUTE
FORCE...



COMING FROM THE ARRAY...
DECEPTICONS!



**AVENGERS
ASSEMBLE!**



AUTOBOTS,
ROLL ON--
AHHH!

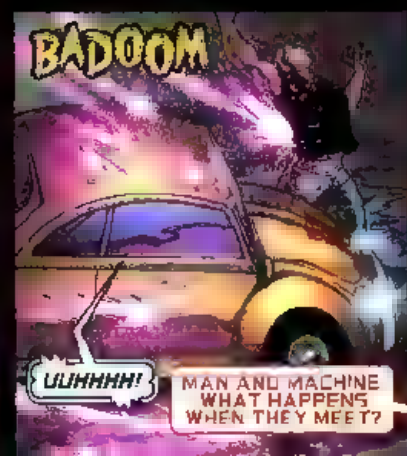


CRASH!



PRIME!

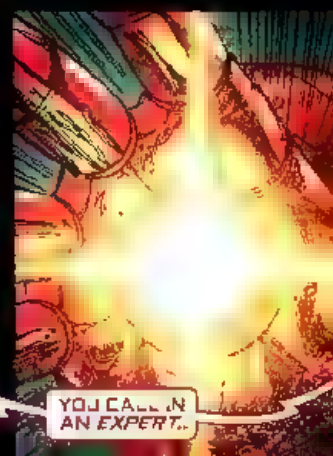
THAT'S IMPOSSIBLE
THUNDERCRACKER'S
NEVER HAD THAT KIND
OF FIREPOWER BEFORE--



BADOOM

ULIHHH!

MAN AND MACHINE
WHAT HAPPENS
WHEN THEY MEET?



YOU CALL IN
AN EXPERT..

...KNOW
ANYBODY
LIKE
THAT?

TO BE
CONTINUED

NEXT ISSUE:



DID SOMEONE SAY GIANT ROBOTS?!

THE NEW AVENGERS

MARVEL
LIMITED SERIES
3 of 4

THE TRANSFORMERS™



DIRECT EDITION

RATED T+



7 59606 06185 3

\$2.99 US \$3.75 CAN



MOORE
KIRKHAM
REGLA
KHOOH

CAPTAIN AMERICA
Legendary
super-soldier



SPIDER-MAN
Wise-cracking
wall crawler



WOLVERINE
Feral mutant



LUKE CAGE
Steel-hard
powerhouse



MS. MARVEL
Alien-tered
warrior



THE FALCON
Aerial expert



COUNTDOWN TO LATVERIAN/ SYMKARIAN WAR: T MINUS 5 HOURS, 38 MINUTES.

The European nations of SYMKARIA and LATVERIA stand on the brink of a devastating war. Investigating the crisis, CAPTAIN AMERICA and the NEW AVENGERS find a mysterious structure called the Array, which is saturating the two countries with mind-altering radiation. Its "Aggression Wave" nearly leads the Avengers to destroy themselves — and Spider-Man is taken captive within the Array.

Then OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots who can alter their bodies into vehicles — intervene. Prime explains that the Array is a weapon of MEGATRON and his DECEPTICONS, the Autobots' ancient enemies. The Decepticons hope to prod humanity into a self-destructive war, then strip Earth of its precious Energon fuel.

DOCTOR DOOM, despotic ruler of Latveria, claims not to be involved in the Decepticons' plan. Instead, he claims the Decepticons' mind-altering psycho-prism was stolen from one of his laboratories. Disgusted with the Avengers' and Autobots' efforts, Doom leaves, promising to avert the war through diplomacy.

Inside the Array, Megatron charges up his Decepticons with a special fuel derived from the captive Spider-Man's blood. The Decepticons attack, far more powerful than the Autobots have ever seen. But the Avengers have a secret weapon of their own...

OPTIMUS PRIME
Commander
in chief



PROWL
Unit
commander



BUMBLEBEE
Intelligence



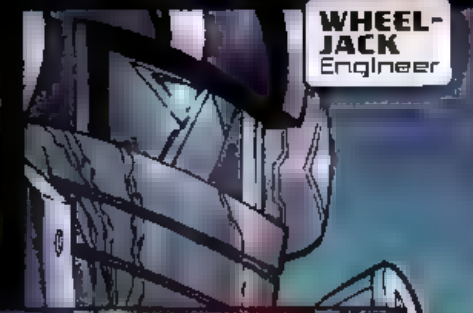
RATCHET
Medic



JAZZ
Communi-
cations



**WHEEL-
JACK**
Engineer



MAN VS.
MACHINE.

I'VE LIVED IN **BOTH**
WORLDS. F NOT FOR
MACHINES--

--I WOULDN'T HAVE
SURVIVED MY FIRST
HEART ATTACK.

IRON MAN

FZZZZAAP
FZZZZAAP

BUT WHEN THE
LINES ARE DRAWN--

--WHEN METAL STRIKES
FLESH, AND INNOCENT
PEOPLE GET GROUND UP
IN THE GEARS--

Power
Level:
93%

--I KNOW WHERE I STAND

Art by TOP COW PRODUCTIONS, INC.

STUART
MOORE

writer

TYLER
KIRKHAM

penciler

SAL
REGLA

inker

ANNETTE
KWOK

colorist

TODD
KLEIN

letterer

ED
McGUINNESS
cover artist

ALEJANDRO
ARBONA
asst. editor

BILL
ROSEMAN
editor

JOE
QUESADA
editor in chief

DAN
BUCKLEY
publisher

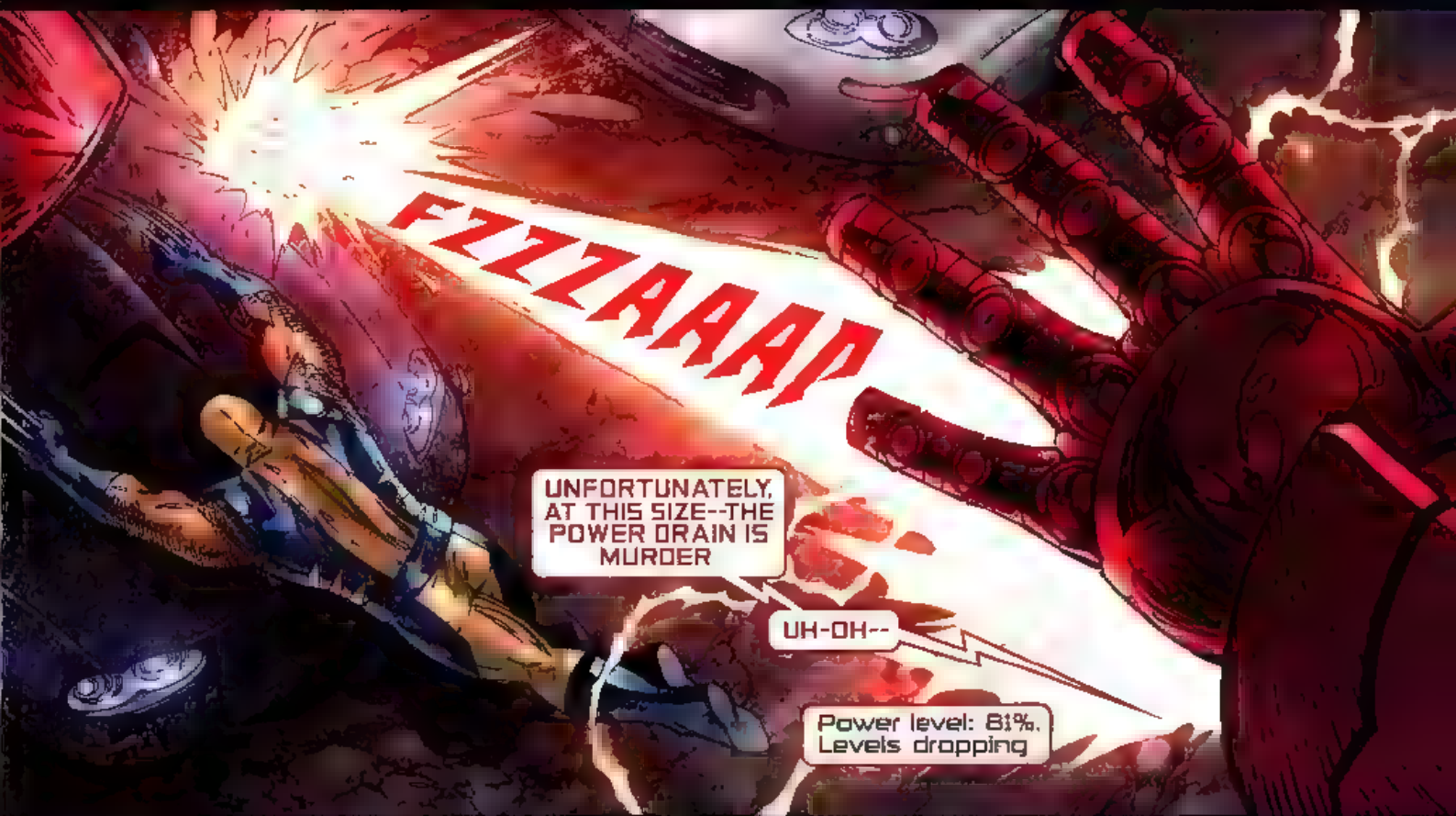
Power Level 88%
WARNING: Capacitors
at maximum. Eye's
dropping



NICE
SUIT,
BOSS.

LIKE I TOLD CAP I'VE
BEEN EXPECTING
SOMETHING LIKE THIS

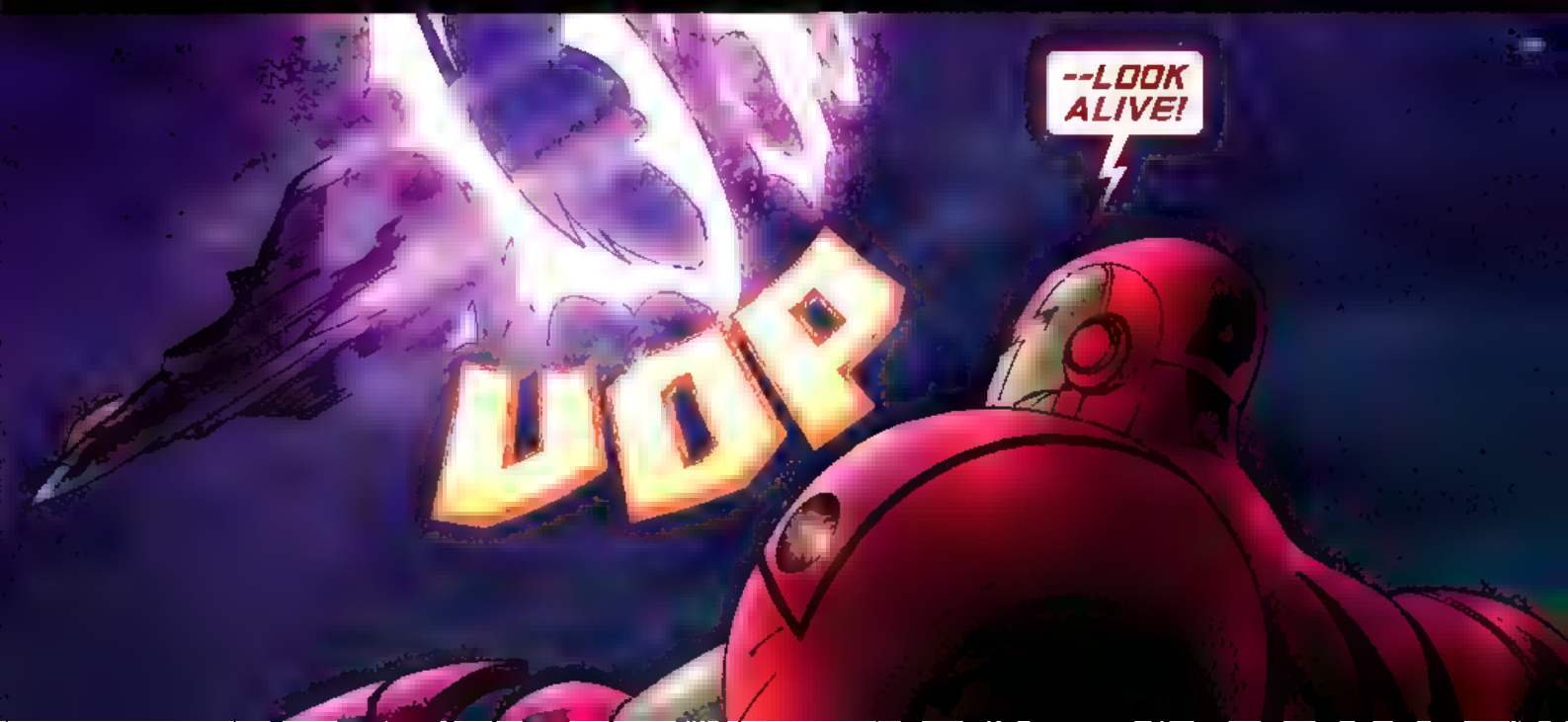
MY INTEL INCLUDED REPORTS
OF GIANT ALIEN ROBOTS, HIDDEN
AMONG US. SO I FIGURED--FIGHT
FIRE WITH FIRE, RIGHT?



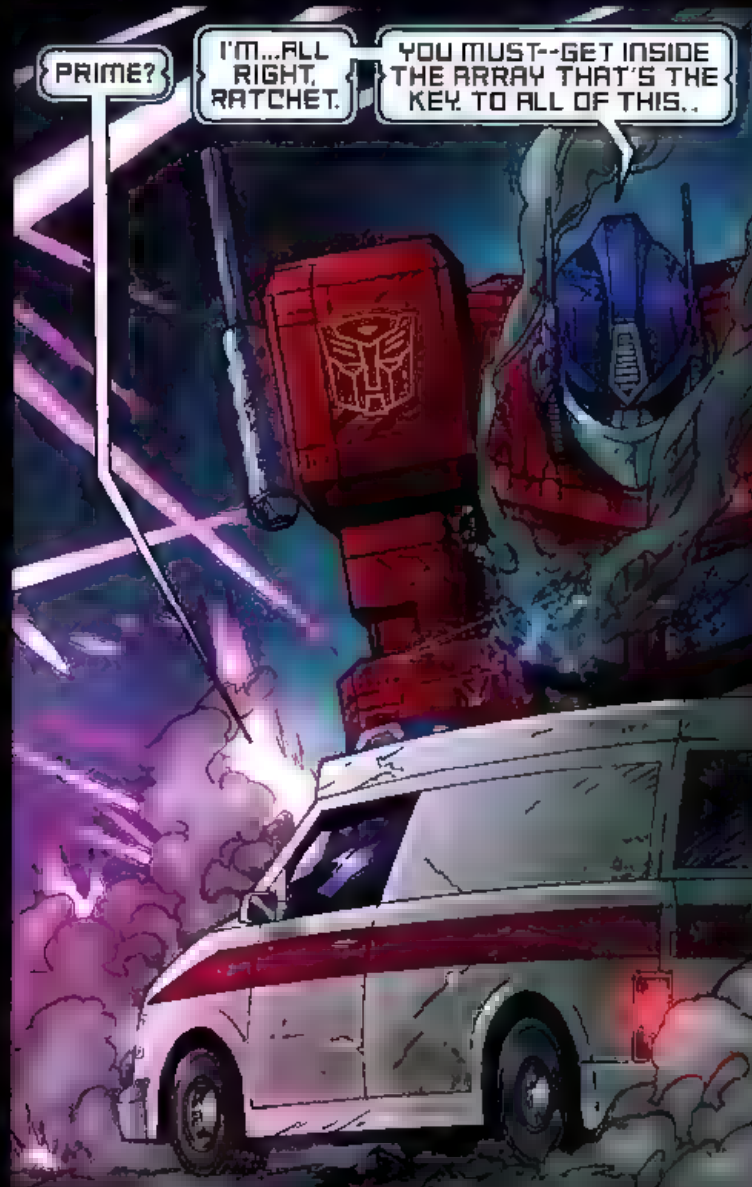
UNFORTUNATELY,
AT THIS SIZE--THE
POWER DRAIN IS
MURDER

UH-OH--

Power level: 81%.
Levels dropping



--LOOK
ALIVE!



PRIME?

I'M...ALL
RIGHT,
RATCHET.

YOU MUST--GET INSIDE
THE ARRAY THAT'S THE
KEY TO ALL OF THIS..



WE'RE NOT..
COORDINATING
OUR STRATEGY
WELL.

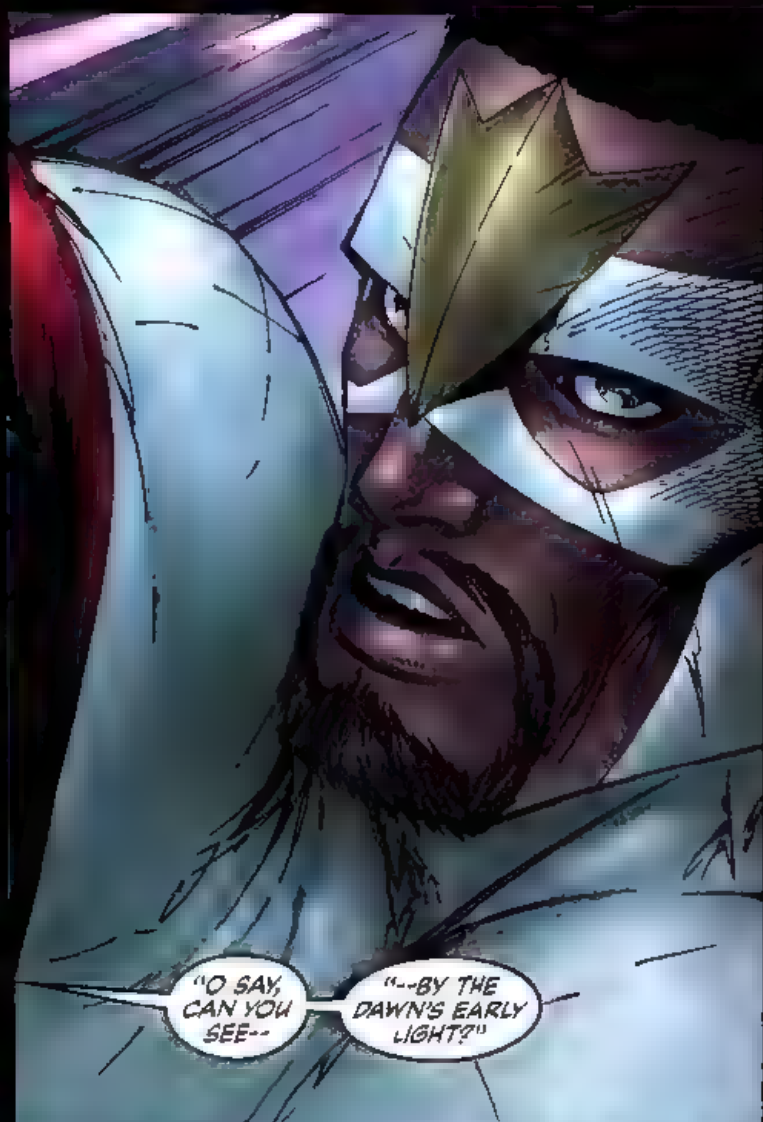
WHERE IS
THE HUMANS'
LEADER..?

HEY!



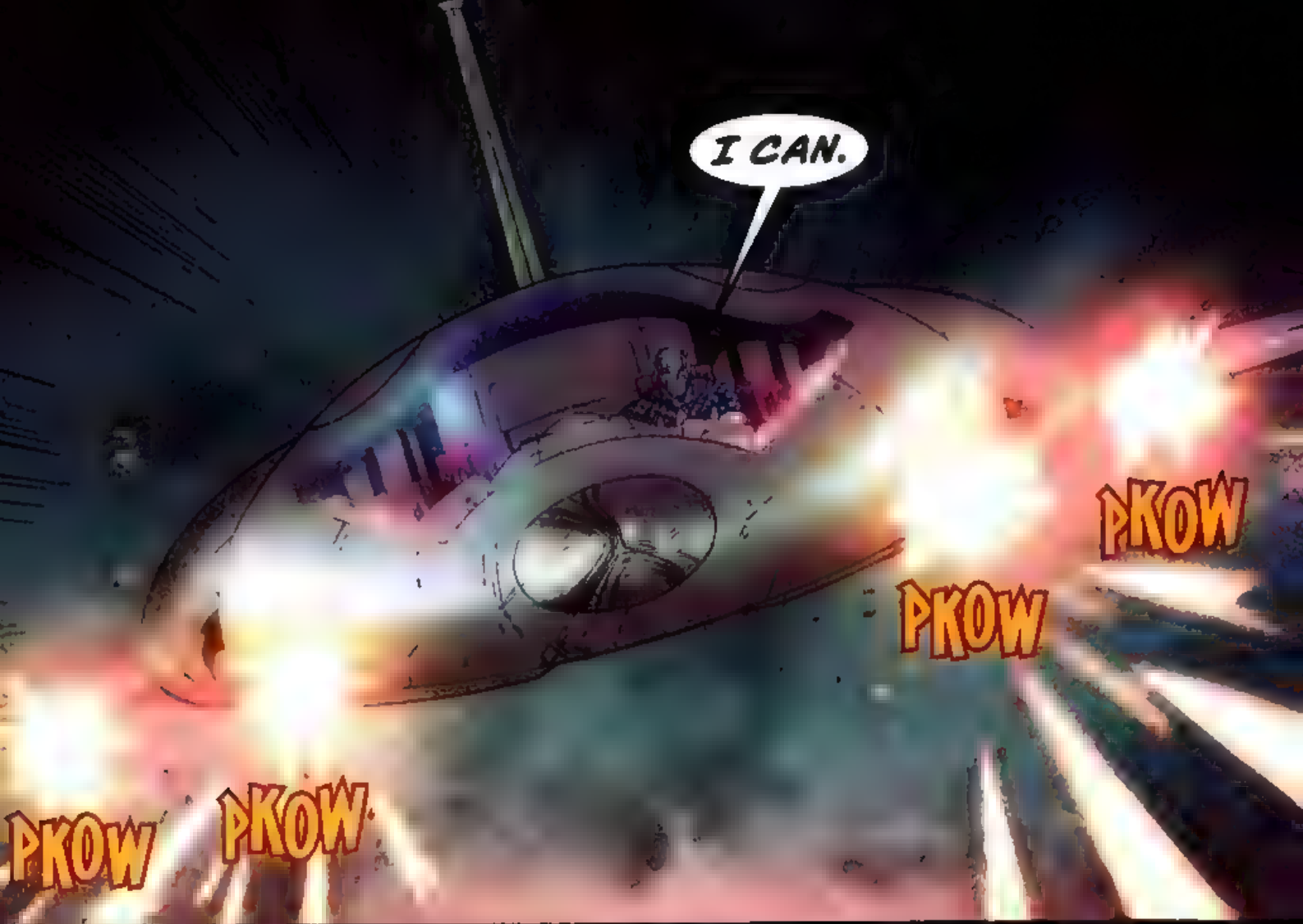
WE'RE
GETTING
KILLED
HERE!

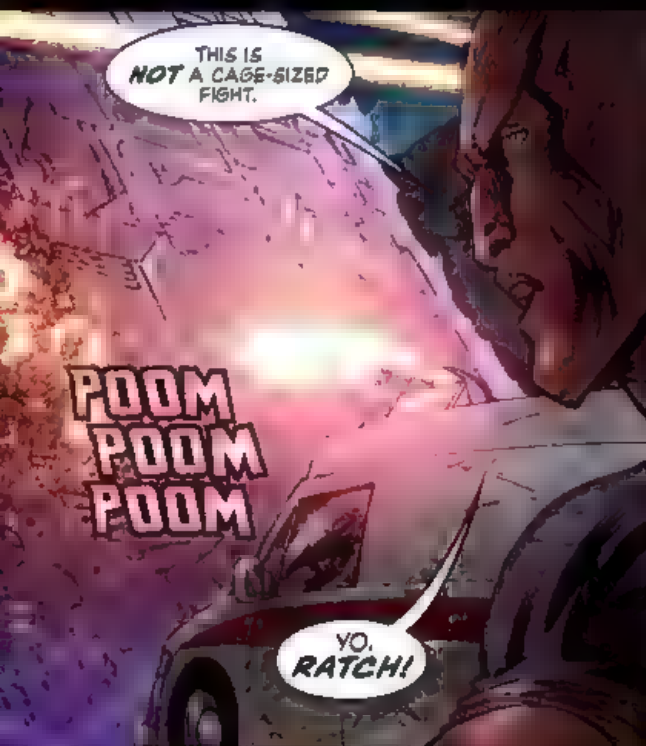
I KNOW..



"O SAY,
CAN YOU
SEE--

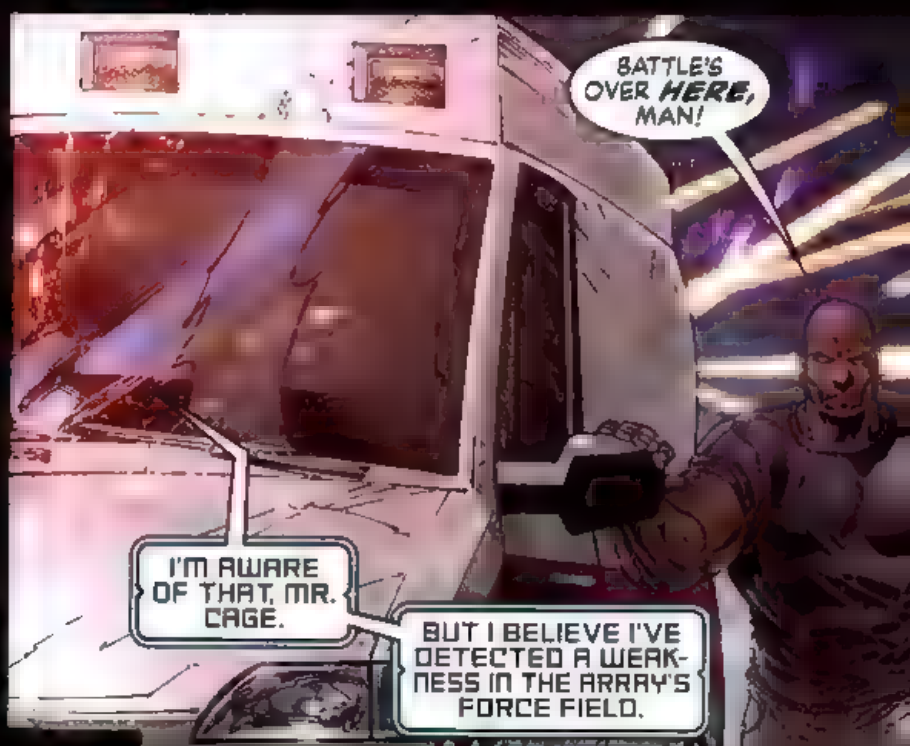
"--BY THE
DAWN'S EARLY
LIGHT?"





THIS IS
NOT A CAGE-SIZED
FIGHT.

YO,
RATCH!



BATTLE'S
OVER *HERE*,
MAN!

I'M AWARE
OF THAT, MR.
CAGE.

BUT I BELIEVE I'VE
DETECTED A WEAK-
NESS IN THE ARRAY'S
FORCE FIELD.



WHEN THE FIRST
DECEPTICONS CAME
OUT, THEY HAD TO
LOWER THE FIELD
FIRST, RIGHT *HERE*.

IF I CAN
WEAKEN IT
ENOUGH--

WE MIGHT
BE ABLE TO GET
INSIDE, LIKE HOW WE
GOT INTO THE ARRAY
THE FIRST TIME.



THAT
ONE DIDN'T WORRY
ABOUT THE FORCE
FIELD...

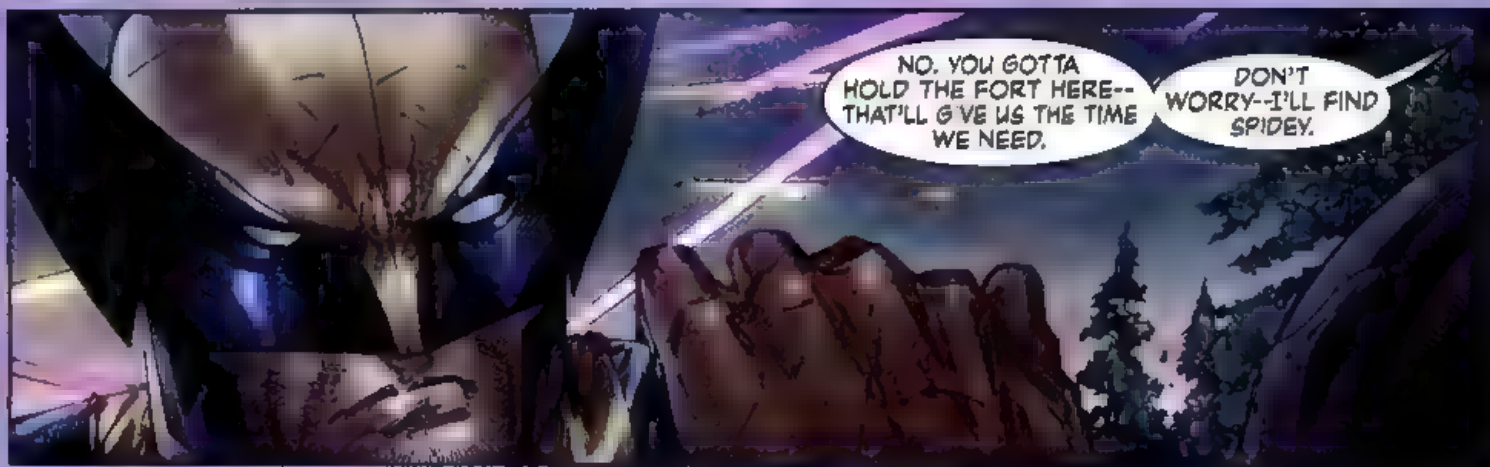
NO. *SKYWARP*
CAN CREATE HIS
OWN PORTALS
IN SPACE.

BUT NONE OF
THE OTHERS
POSSESS THAT
ABILITY.



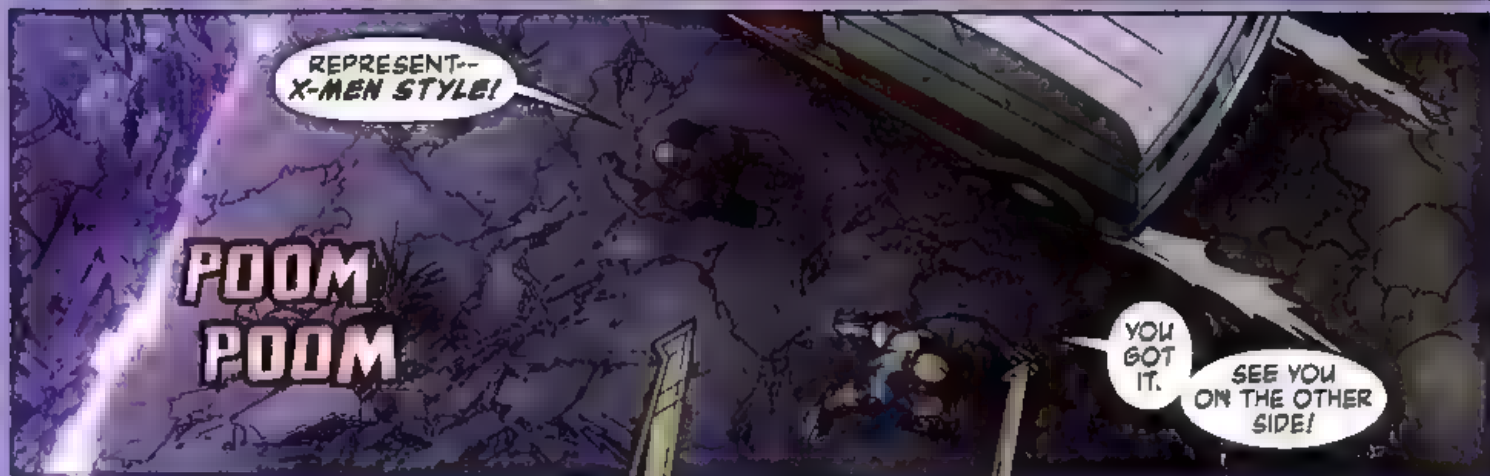
I HEARD
THAT. IF YOU
GUYS ARE GOIN'
IN--

--I'M
COMIN' WITH
YOU.



NO. YOU GOTTA
HOLD THE FORT HERE--
THAT'LL GIVE US THE TIME
WE NEED.

DON'T
WORRY--I'LL FIND
SPIDEY.



REPRESENT--
X-MEN STYLE!

**POOM
POOM**

YOU
GOT
IT.

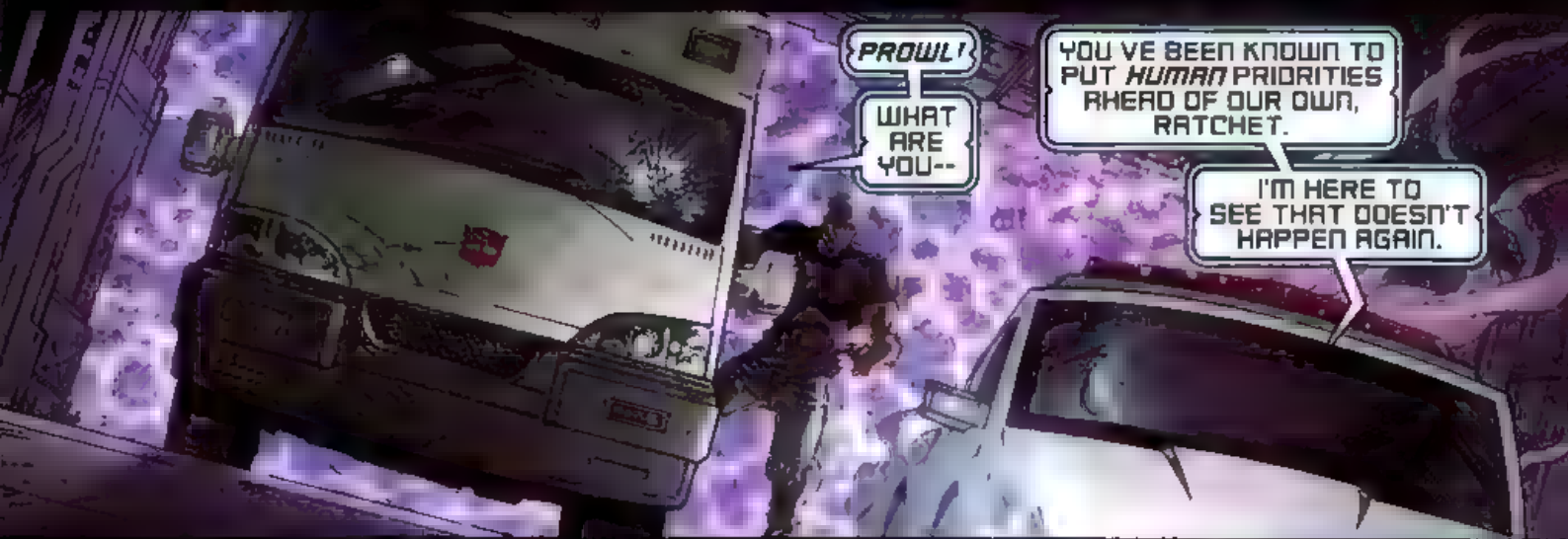
SEE YOU
ON THE OTHER
SIDE!



MR. CAGE--

--NOW!

HEY!



PROWL!
WHAT
ARE
YOU--

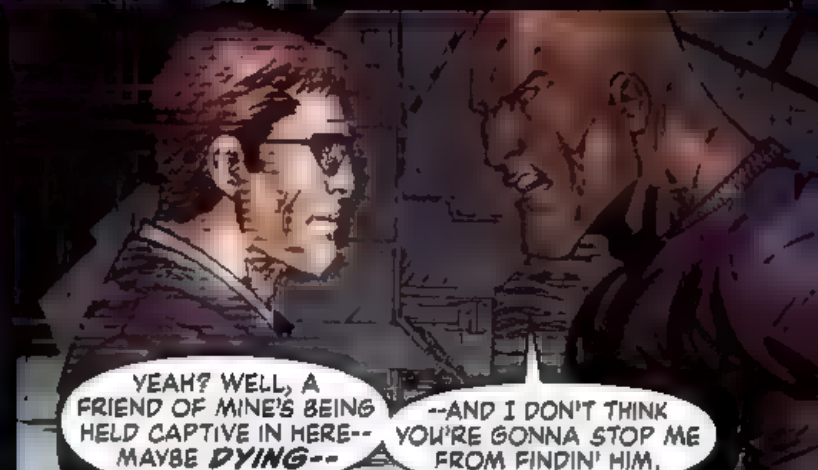
YOU'VE BEEN KNOWN TO
PUT *HUMAN* PRIORITIES
AHEAD OF OUR OWN,
RATCHET.

I'M HERE TO
SEE THAT DOESN'T
HAPPEN AGAIN.



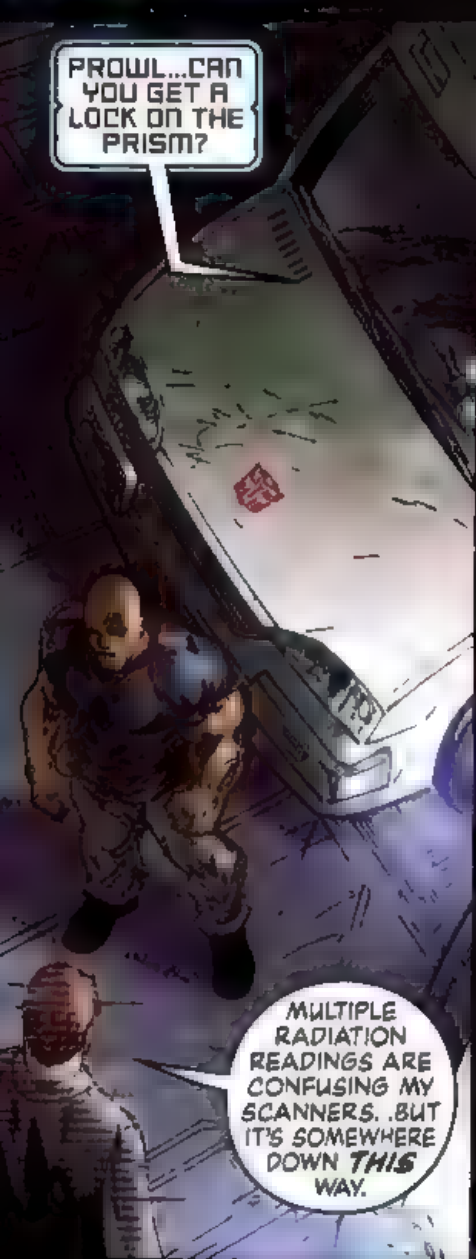
OUR
OBJECTIVE IS
TO DESTROY
THE PSYCHO-
PRISM.

THAT'S
ALL.



YEAH? WELL, A
FRIEND OF MINE'S BEING
HELD CAPTIVE IN HERE--
MAYBE *DYING*--

--AND I DON'T THINK
YOU'RE GONNA STOP ME
FROM FINDIN' HIM.



PROWL...CAN
YOU GET A
LOCK ON THE
PRISM?

I AIN'T
CONFUSED. I'M GOING
AFTER SPIDER-
MAN.

MULTIPLE
RADIATION
READINGS ARE
CONFUSING MY
SCANNERS. BUT
IT'S SOMEWHERE
DOWN *THIS*
WAY.



PROWL...I...



SAVE IT, RATCHET.
GO WITH THE HUMAN--
KEEP HIM FROM GETTING
HIS FLESHY LITTLE BODY
CRUSHED

I'LL JUST
SAVE THIS PLANET
MYSELF.

HE'S A
HARD ONE. YOUR
COMMANDING
OFFICER?

MY SUPERIOR.

HE'S HAD HIS
AUTHORITY DIMINISHED
LATELY. NO FAULT OF HIS
OWN. BUT I THINK HE'S A
BIT SENSITIVE ABOUT IT.

HOW DO YOU
PROPOSE TO FIND
YOUR FRIEND?

THE CHAMBER WHERE
THEY FIRST AMBUSHED US
WAS DOWN THIS WAY. SO
I'M THINKIN'--

UUUUUUHHH..

SCREEEEEE

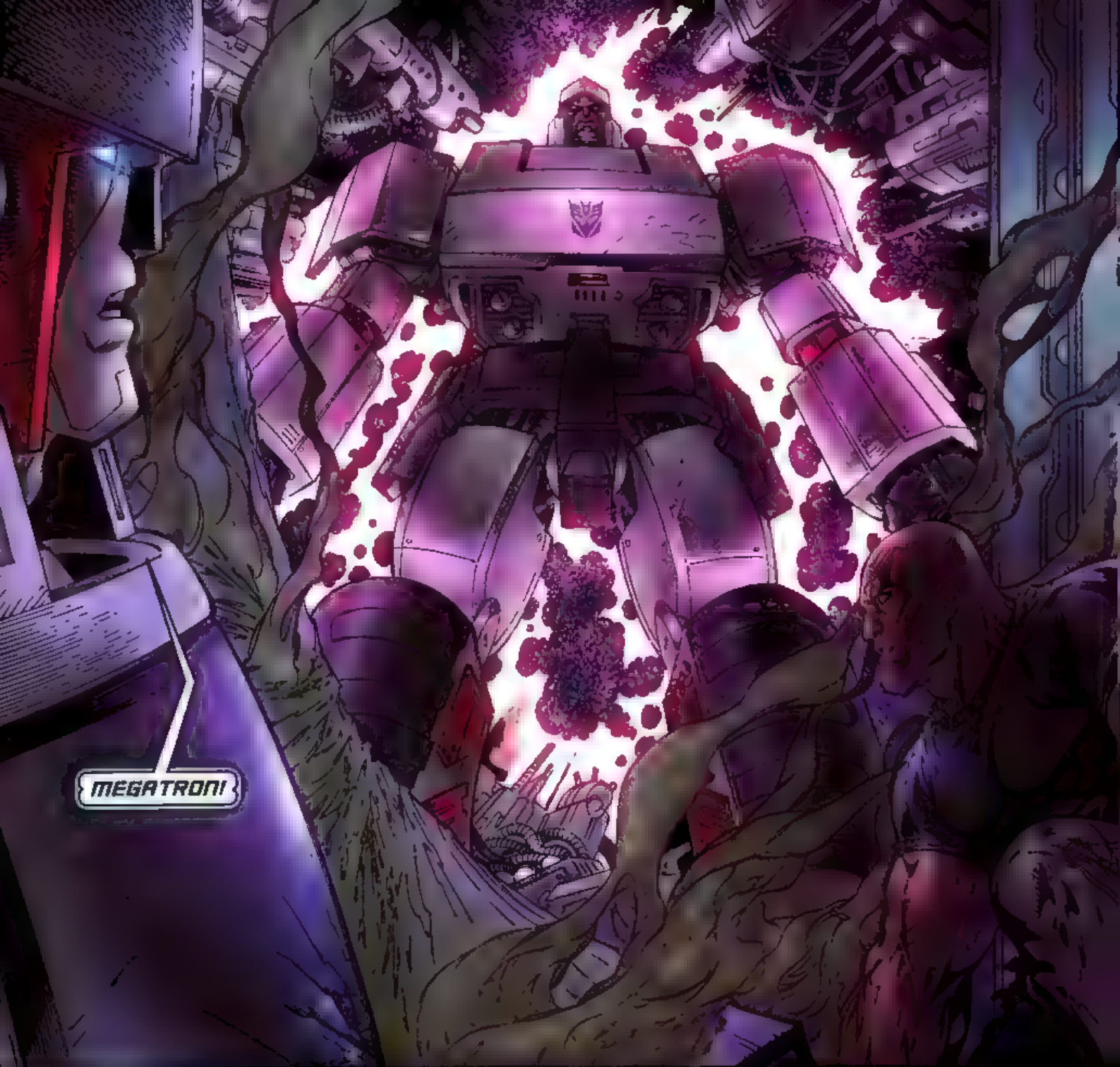
WELL.

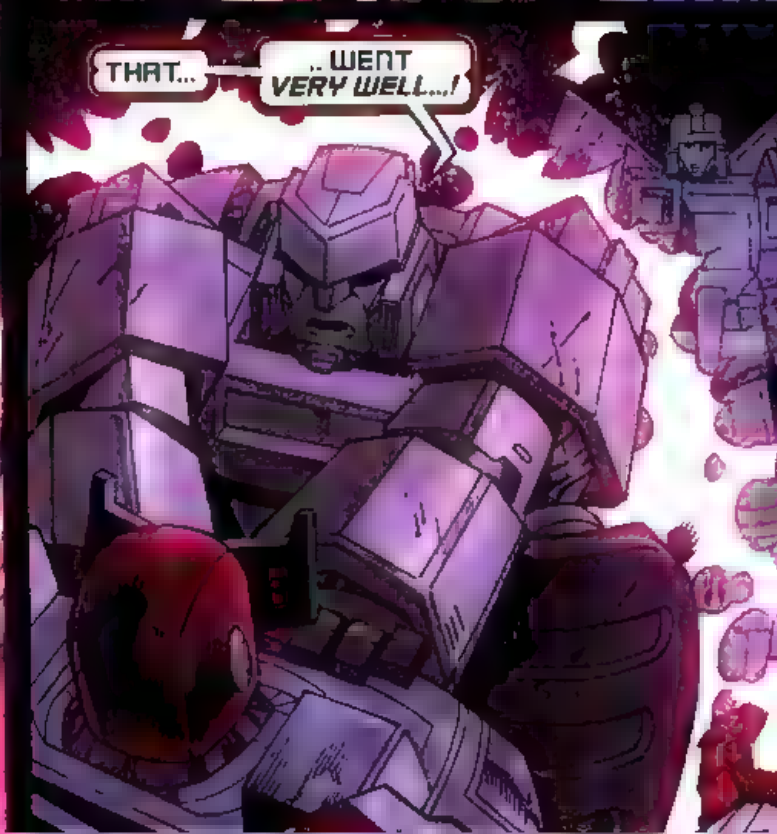
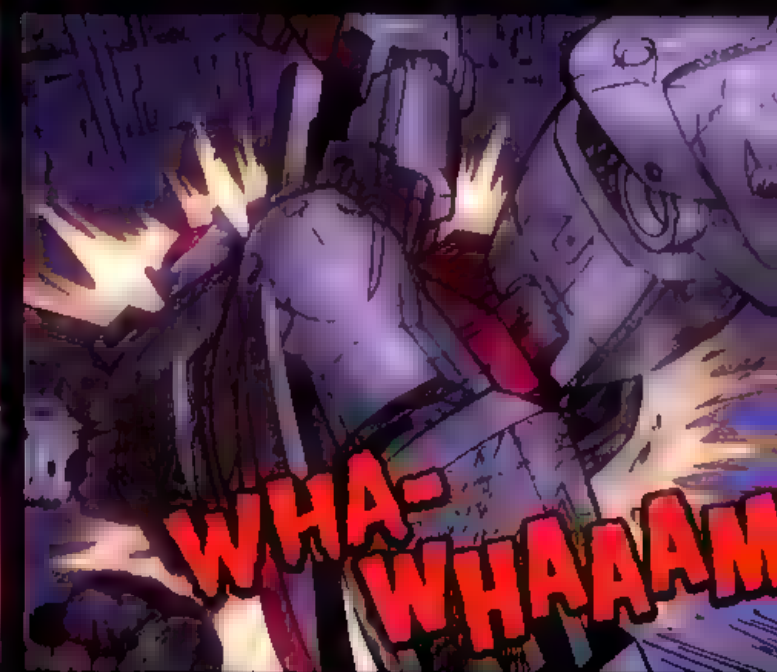
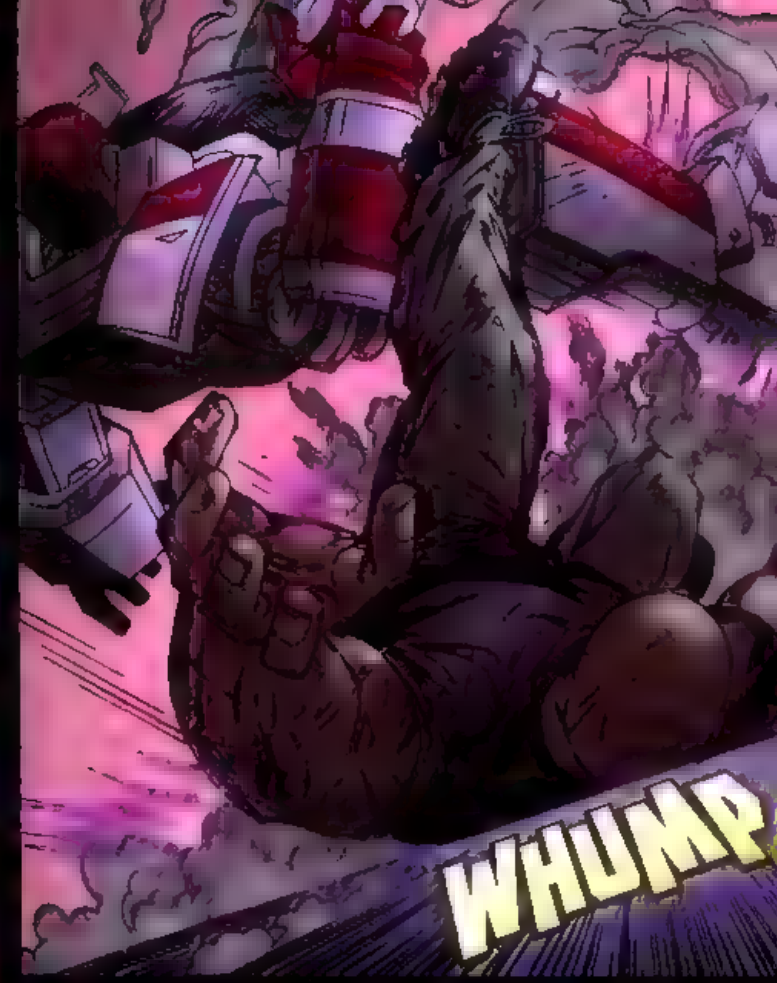
AS YOU
HUMANS
SAY:

WORKS
FOR ME!

POOM

**BA-
WHAM**





THAT... .. WENT
VERY WELL...!



FIFTH DOOR
I'VE KICKED
DOWN.

THIS ONE
BETTER
BE--

RAMJET!

PROWL--

WHAT ARE
YOU DOING
ON EARTH?

YOU KNOW...I'VE BEEN
ASKING MYSELF THE
SAME QUESTION...

...EVER SINCE
MEGATRON GAVE
ME THIS LOWLY
GUARD DUTY

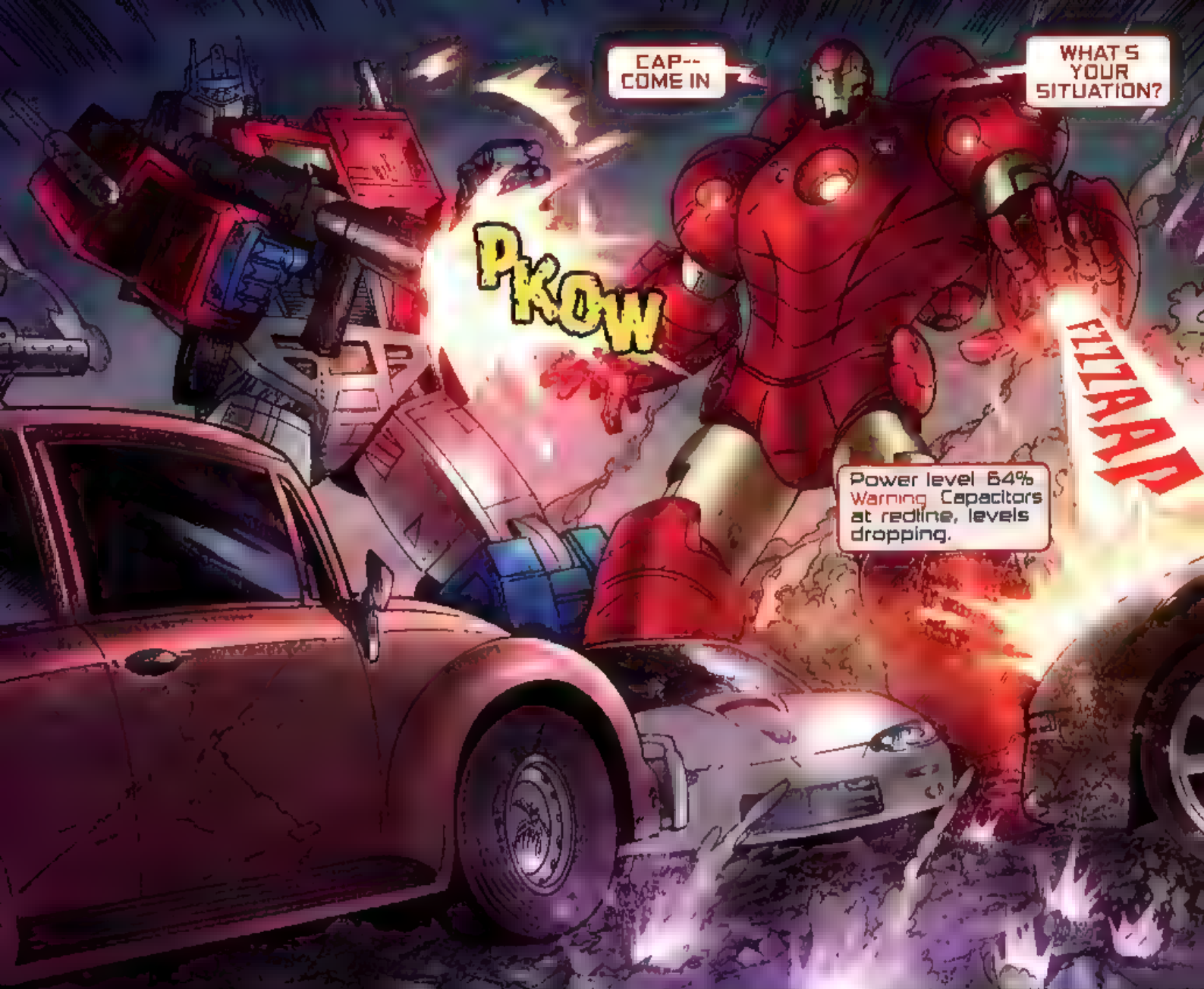
IT'S DIFFICULT
WHEN OUR LEADERS
DON'T RESPECT US.

ISN'T
IT?

THE *PSYCHO-
PRISM*. STAND
AWAY FROM
IT, RAMJET.

I WON'T
ASK YOU
TWICE.





CAP--
COME IN

WHAT'S
YOUR
SITUATION?

PKOW

Power level 64%
Warning: Capacitors
at redline, levels
dropping.

CRASH



WE'RE A LITTLE
OUTGUNNED HERE,
IRON MAN.

ANY
CHANCE OF AN
ASSIST?



SURE

WHAK

SOMEHOW, THE DECEPTICONS HAVE ACCESS TO MORE RAW POWER THAN USUAL. WE NEED THE SAME

IRON MAN...WHAT IS YOUR ARMOR'S CIRCUITRY COMPOSED OF?

KRAKK

SOMEHOW, THE DECEPTICONS HAVE ACCESS TO MORE RAW POWER THAN USUAL. WE NEED THE SAME

IRON MAN...WHAT IS YOUR ARMOR'S CIRCUITRY COMPOSED OF?

KRASHHUKK



CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS ..

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT

JAZZ-- BUMBLEBEE--



CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS ..

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT

JAZZ-- BUMBLEBEE--

CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS ..

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT

JAZZ-- BUMBLEBEE--

CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS ..

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT

JAZZ-- BUMBLEBEE--

--FALL BACK AND FORM ON ME!

I GET YOU

PREPARING FOR EXTERNAL POWER INPUT

VVVVT

VVVVT

VVVVT

I GET YOU

PREPARING FOR EXTERNAL POWER INPUT

VVVVT

VVVVT

VVVVT

I GET YOU

PREPARING FOR EXTERNAL POWER INPUT

VVVVT

VVVVT

VVVVT

I GET YOU

PREPARING FOR EXTERNAL POWER INPUT

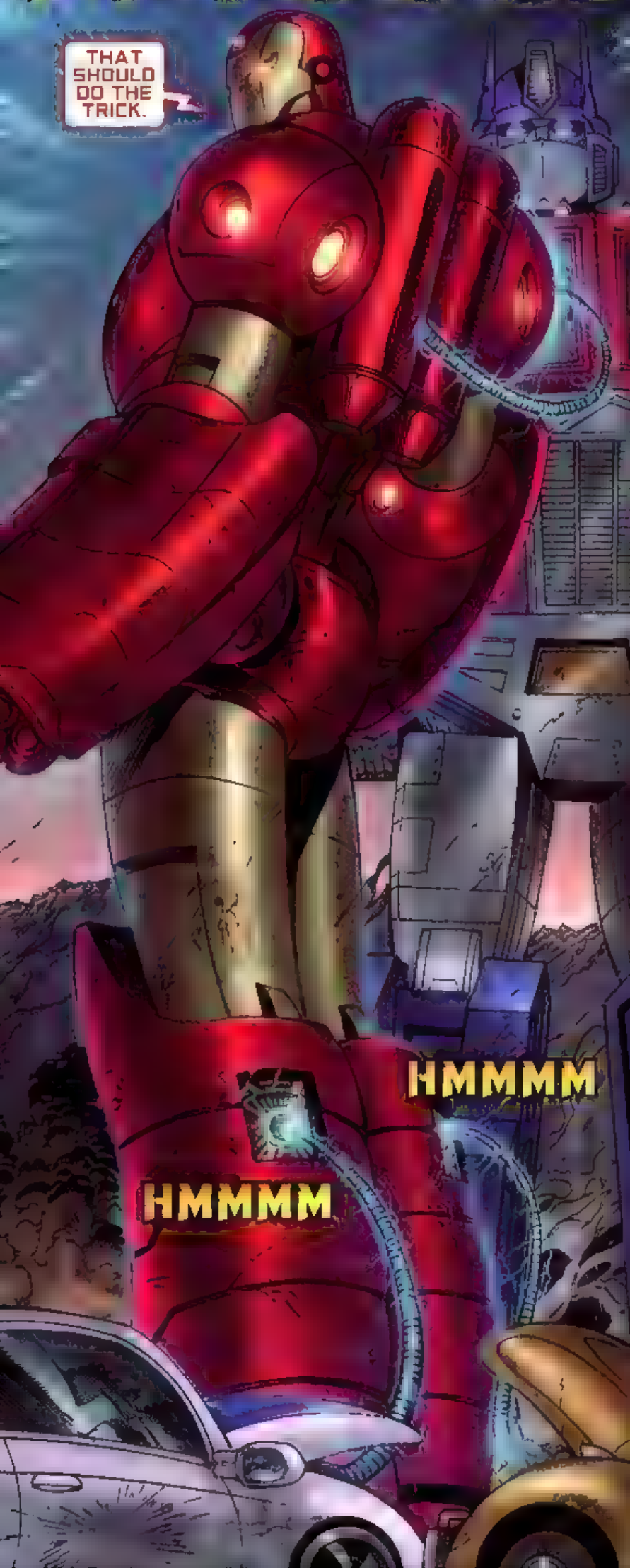
VVVVT

VVVVT

VVVVT

HMMMMMM

THAT
SHOULD
DO THE
TRICK.





NICE
WORK.

YEAH. NOT
AS SATISFYING
AS CLAWS ON
METAL...

...BUT
NOT
BAD.

Power level: 156%.
WARNING: OVERLOAD
IMMEDIATE WARNING:
DISENGAGE EXTERNAL
POWER COUPLINGS
IMMEDIATELY!

DISENGAGING
NOW...



I THINK
WE ALL NEED A
BREATH.

AND
MAYBE A
TUNE-UP--



AUTOBOTS--
HUMANS--YOU MAY
HAVE DEFEATED THESE
SOLDIERS, BUT YOU
HAVE **NOT** WON.

YOU WILL
SURRENDER--
IMMEDIATELY--
TO MEGATRON--



--AND TO
DOOM.

DOOM.

I
KNEW HE
WAS IN ON
THIS!

DOCTOR DOOM HAS AGREED
TO AID US IN TAKING CONTROL
OF THIS WORLD--IN EXCHANGE
FOR DOMINION OVER ITS
REMAINS.

I KNOW YOU CAN HEAR ME,
OPTIMUS PRIME. OUR WAR
HAS RAGED BITTERLY FOR
EONS--BUT NOW IT IS OVER

YOUR
TIME IS
PAST--

--OLD
SOLDIER.

SURRENDER
IMMEDIATELY--OR
YOUR PEOPLE DIE.

WE AWAIT
YOUR ANSWER.

SPK

AVENGERS--YOU
MUST DESTROY THE
ARRAY. *QUICKLY.*

I WILL AID YOU
AS MUCH AS I
CAN IN MY
WEAKENED--

WHAT?!

OUR
TEAMMATES
ARE STILL IN
THERE!

AND
SO ARE
YOURS!

A FEW
HUMANS ARE
EXPENDABLE--

SHE'S
RIGHT. IF
WE DON'T
STOP THEM,
YOU DON'T
KNOW WHAT
THEY'LL DO
TO EARTH.

I'VE
SEEN
IT!

HOW HIGH UP
IN SPACE YOU
GOT TO FLY,
LADY--

--BEFORE
YOU CAN'T SEE
THE *PEOPLE*
ANYMORE?

OUR PRIORITY
IS STOPPING THE
SYMKARIAN WAR--

ALL I KNOW IS--
I AIN'T LEAVIN' SPIDEY
AND CAGE TO DIE.

HUMANS--
PLEASE

LISTEN
TO ME...



THEY ARE
ATTACKING
AGAIN.

USELESS
HUMAN--



--YOU SAID
THEY WOULD
SURRENDER!



AH, WELL,
AS EVER,
HUMANS
PROVE
WEAK
PLAY-
THINGS.

THERE IS AN OLD
CYBERTRONIAN
PROVERB: IF YOU
TRULY WISH
ORGANIC BEINGS
TO BE BATTERED
INTO A THIN
PASTE--



--YOU MUST DO
IT YOURSELF.



ENOUGH!

NO MORE
STRATEGIES.
NO MORE
DECEPTIONS.

NOW THIS
PLANET'S FATE
WILL BE DECIDED
AND YOU WILL
ALL FALL--



--AT THE HANDS OF
MEGATRON!



MAN VS. MACHINE
THE FINAL ROUND

HERE
WE GO !

TO BE CONCLUDED!

NEXT ISSUE:



NEW AVENGERS/TRANSFORMERS No. 3, November, 2007. Published Monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 8th Avenue, New York, NY 10018. © 2007 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.99 per copy in the U.S. and \$3.75 in Canada (GST #R127062852) in the direct market. Canadian Agreement #48886537. Printed in the USA. ALAN FINE, CEO Marvel Toys & Publishing Division and CMO Marvel Entertainment, Inc.; DAVID GABRIEL, Senior VP of Publishing Sales & Circulation; DAVID BOGART, VP of Business Affairs & Editorial Operations; MICHAEL PASCIULLO, VP Merchandising & Communications; JIM BOYLE, VP of Publishing Operations; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GARNIE, Managing Editor; SUSAN CRESPI, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Malins, Advertising Director, at jmalins@marvel.com or 212-578-9694. For Marvel subscription inquiries, please call 800-217-8100.

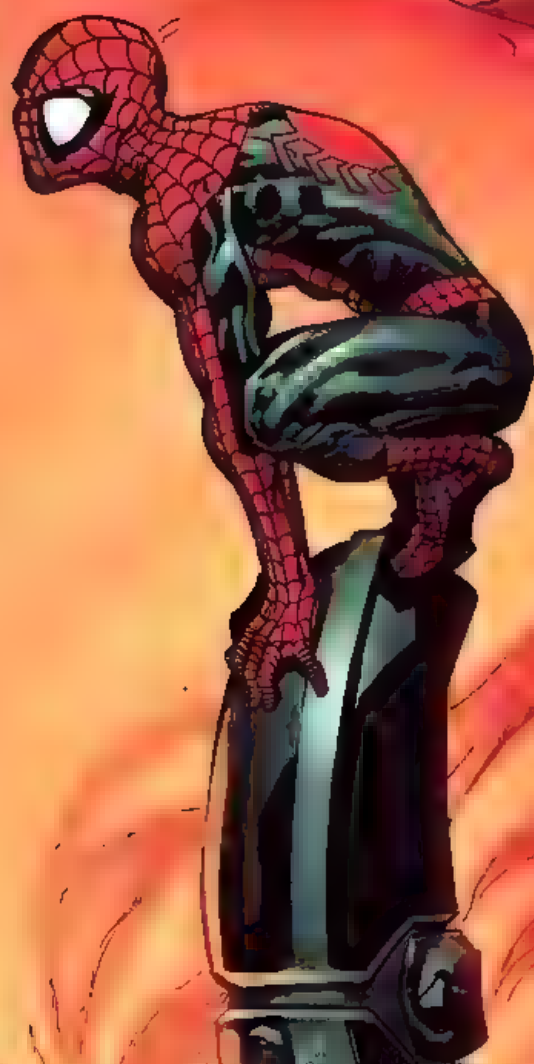
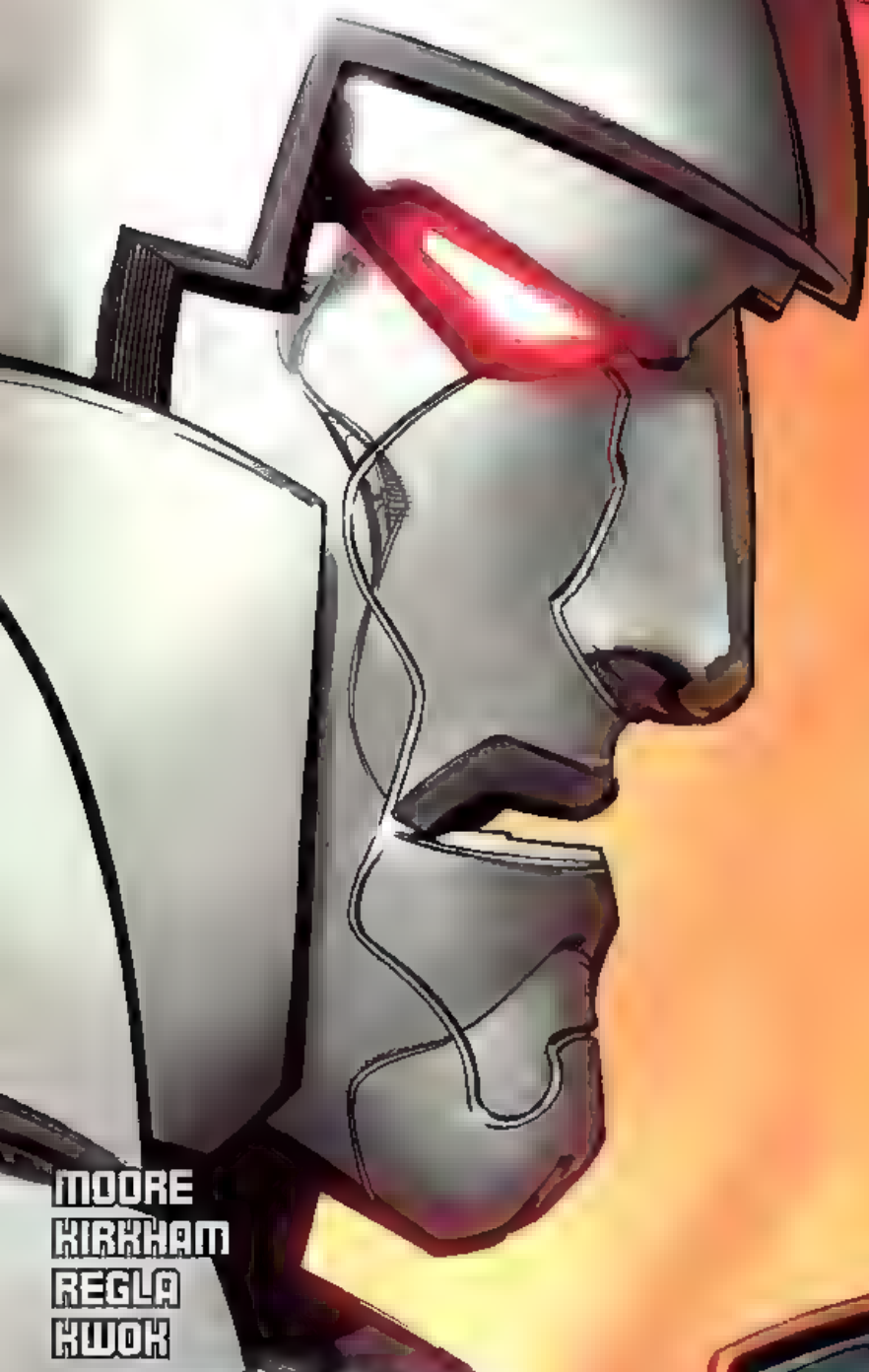
THE NEW AVENGERS

MARVEL
LIMITED SERIES

4 of 4



THE TRANS FORMERS



MOORE
KIRKHAM
REGLA
KWOK

RATED T+



\$2.99 US \$3.75 CAN

NO. 101 133818

CAPTAIN AMERICA
Legendary
super-soldier

SPIDER-MAN
Wisecracking
wall-crawler

WOLVERINE
Feral mutant

LUKE CAGE
Steel-hard
powerhouse

MS. MARVEL
Alien altered
warrior

THE FALCON
Aerial expert

IRON MAN
Armored
industrialist

COUNTDOWN TO LATVERIAN/
SYMKARIAN WAR: 1 MINUS
2 HOURS, 23 MINUTES

The Eastern European nations of Symkaria and Latveria stand on the brink of nuclear Armageddon. The cause: an ominous structure called the Array, which is saturating the two countries with a mind-altering "Aggression Wave" emanating from a device known as the Psycho-Prism.

OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots who can alter their bodies into vehicles — provide the NEW AVENGERS with protection against the Aggression Wave. Prime explains that the Array is a weapon of MEGATRON and his DECEPTICONS, the Autobots' ancient arch-nemeses. The Decepticons hope to prod humanity into a self-destructive war, then strip Earth of its precious Energon fuel.

Together, the Avengers and Autobots repel a deadly attack by the Decepticons. But now Megatron has charged himself up to an unprecedented level of power — using a serum derived from the blood of SPIDER-MAN, who remains captive inside the Array. Worse: Megatron is now allied with DOCTOR DOOM, despotic ruler of Latveria — in whose laboratory the mind-altering Psycho-Prism was originally developed.

RATCHET and PROWL of the Autobots, along with LUKE CAGE of the Avengers, attempt to destroy the Array from within — but are defeated by Megatron, who then turns on his ally Doom. Now, outside the Array, the Avengers — including IRON MAN in an enormous, specially-built suit of armor — face the full fury of Megatron. And inside, Avengers and Autobots alike may have to depend on an unlikely ally...

OPTIMUS PRIME
Commander
in chief

PROWL
Unit
commander

BUMBLEBEE
Intelligence

RATCHET
Medic

JAZZ
Communi-
cations

**WHEEL-
JACK**
Engineer

Art by **TOP COW PRODUCTIONS, INC.**

**STUART
MOORE**
writer

**TYLER
KIRKHAM**
penciler

**SAL
REGLA**
inker

**ANNETTE
KWOK**
colorist

**TODD
KLEIN**
letterer

**TOM
RANEY**
cover artist

**LAUREN
SANKOVITCH**
asst. editor

**BILL
ROSEMAN**
editor

**JOE
QUESADA**
editor in chief

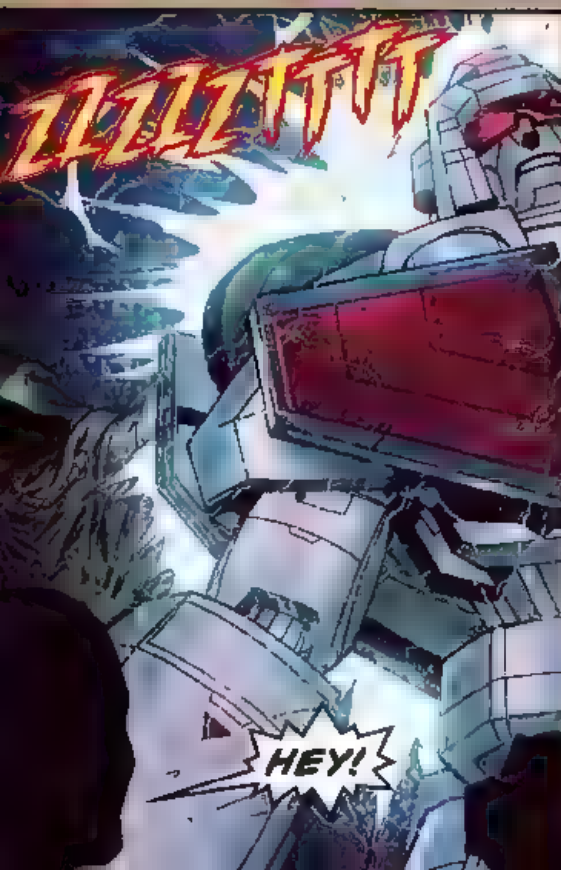
**DAN
BUCKLEY**
publisher



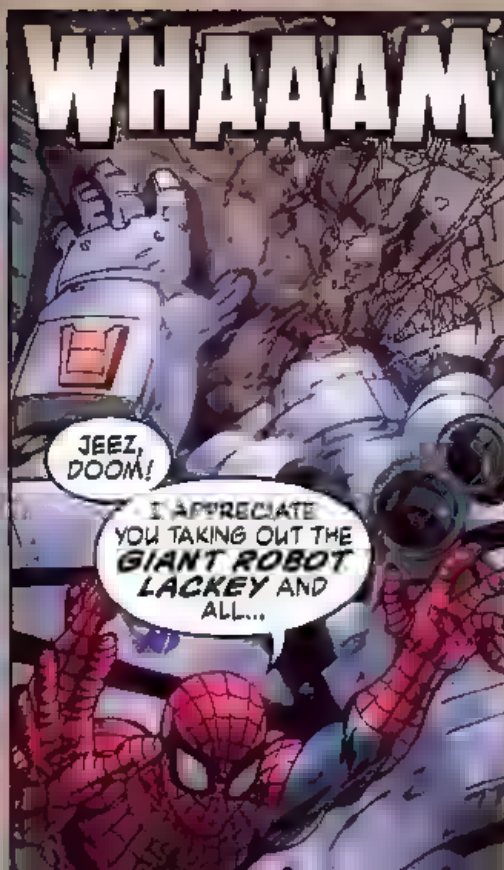
HUH?

HEADS UP,
CRANKSHAFT!

NAP TIME'S
**OVER--AND I'VE
HAD ENOUGH OF THIS
ROBO-DAY CARE
CENTER!**

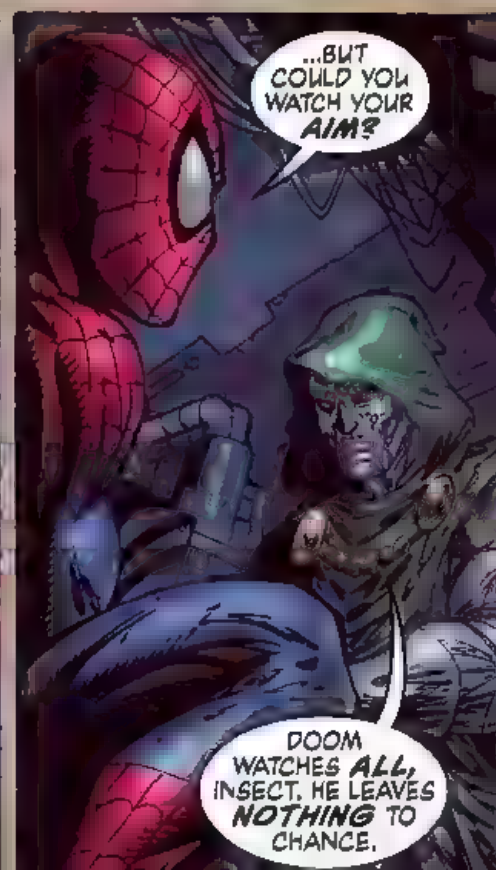


HEY!



JEEZ,
DOOM!

I APPRECIATE
YOU TAKING OUT THE
**GIANT ROBOT
LACKEY** AND
ALL...



...BUT
COULD YOU
WATCH YOUR
AIM?

DOOM
WATCHES **ALL**,
INSECT. HE LEAVES
NOTHING TO
CHANCE.

A comic book page with six panels. The background is a city in ruins, with twisted metal and debris. Spider-Man is in his red and blue suit. In the top left, a speech bubble from an unseen character says, "OKAY, NOW I'M OFFICIALLY CONFUSED. ANYBODY GOT A GIANT ROBOT **SCORE-CARD**...?". In the top middle, a speech bubble says "UHHHH...". In the top right, a speech bubble says "...**ENEMIES** OF MEGATRON". Below it, another speech bubble says "WE ENTERED THIS PLACE...TO RESCUE YOU...AND TO **DESTROY** THE PSYCHO-PRISM...". To the right of that, a speech bubble says "RIGHT. THAT CRYSTAL THING THAT'S POWERING THE AGGRESSION WAVE." In the middle left, a speech bubble says "WHERE **IS** MEGATRON, ANYWAY?". In the middle right, a speech bubble says "OUTSIDE, WHERE HE IS USING HIS NEWFOUND POWER TO **SLAUGHTER** YOUR COMRADES." In the bottom left, a speech bubble says "HOW ABOUT **YOU**? ARE YOU ROOTING **FOR** HIM NOW--OR **AGAINST** HIM?". To the right of that, a speech bubble says "DOOM DOES NOT EXPLAIN HIS ACTIONS." Below it, another speech bubble says "DOOM SERVES HIS NEEDS--AND HIS PEOPLE'S--ACCORDING TO HIS **OWN** CODE OF HONOR." In the bottom left panel, a speech bubble says "SYSTEMS...REGENERATING... I BELIEVE WE CAN STOP MEGATRON, SPIDER-MAN." Below it, another speech bubble says "BUT I MUST HESITANTLY ASK YOUR ASSISTANCE--AND YOUR FURTHER **SACRIFICE**." In the bottom right panel, a speech bubble says "**GREAT.**" Below it, another speech bubble says "WHY DO THE WORDS 'SPIDER-MAN' AND 'SACRIFICE' ALWAYS APPEAR TOGETHER..?".

OKAY, NOW I'M OFFICIALLY CONFUSED. ANYBODY GOT A GIANT ROBOT **SCORE-CARD**...?

SPIDER-MAN...? MY FELLOW OFFICER AND I ARE...**AUTOBOTS**...

UHHHH...

...**ENEMIES** OF MEGATRON

WE ENTERED THIS PLACE...TO RESCUE YOU...AND TO **DESTROY** THE PSYCHO-PRISM...

RIGHT. THAT CRYSTAL THING THAT'S POWERING THE AGGRESSION WAVE.

WHERE **IS** MEGATRON, ANYWAY?

OUTSIDE, WHERE HE IS USING HIS NEWFOUND POWER TO **SLAUGHTER** YOUR COMRADES.

HOW ABOUT **YOU**? ARE YOU ROOTING **FOR** HIM NOW--OR **AGAINST** HIM?

DOOM DOES NOT EXPLAIN HIS ACTIONS.

DOOM SERVES HIS NEEDS--AND HIS PEOPLE'S--ACCORDING TO HIS **OWN** CODE OF HONOR.

SYSTEMS...REGENERATING... I BELIEVE WE CAN STOP MEGATRON, SPIDER-MAN.

BUT I MUST HESITANTLY ASK YOUR ASSISTANCE--AND YOUR FURTHER **SACRIFICE**.

GREAT.

WHY DO THE WORDS "SPIDER-MAN" AND "SACRIFICE" ALWAYS APPEAR TOGETHER..?

OUTSIDE...

CEASE THIS
RESISTANCE,
HUMANS.

THE WAR YOU
SEEK TO FORE-
STALL IS BUT A
TINY SKIRMISH.

IN THE GRAND,
BATTLE-STREWN
HISTORY OF
CYBERTRON.

IRON
MAN--

STAY
BACK, CAP--
EVERYONE

... HE'S
MINE.

Power level:
92% WARNING
Capacitors at
maximum.

OH?

I BELIEVE
THIS IS
YOURS, TOO.

EASY,
CAGE... I GOT
YA.



THAT'S IT.

YOU KNOW,
NORMALLY
I PREFER
HOUSE
MUSIC...

Power
level: 87%

...BUT
WHO SAYS
METAL'S
DEAD?!

KA-LARRRNING

Power level: 84%.
WARNING: Levels
dropping.

YOU SPEAK--
NONSENSE--

NOT--
AT ALL--

Power level: 63%.
WARNING: power
loss accelerating

METAL.
IT'S ALL
YOU'RE
MADE OF...
"MEGATRON"

INSIDE, I'M
HUMAN... AND
THAT GIVES ME
THE EDGE.

Power level
47%. WARNING
levels plung-
ing. WARNING
activating
emergency
power cells.

NO...
HUMAN...

SH-ZARK

Power level: 96%.
Emergency power
levels engaged.
Levels rising.

...IT MAKES
YOU WEAK.

KRANNGGG

Power level 163%.
WARNING: power
cell safeties damaged
WARNING: systems
overload imminent
Unable to disengage.

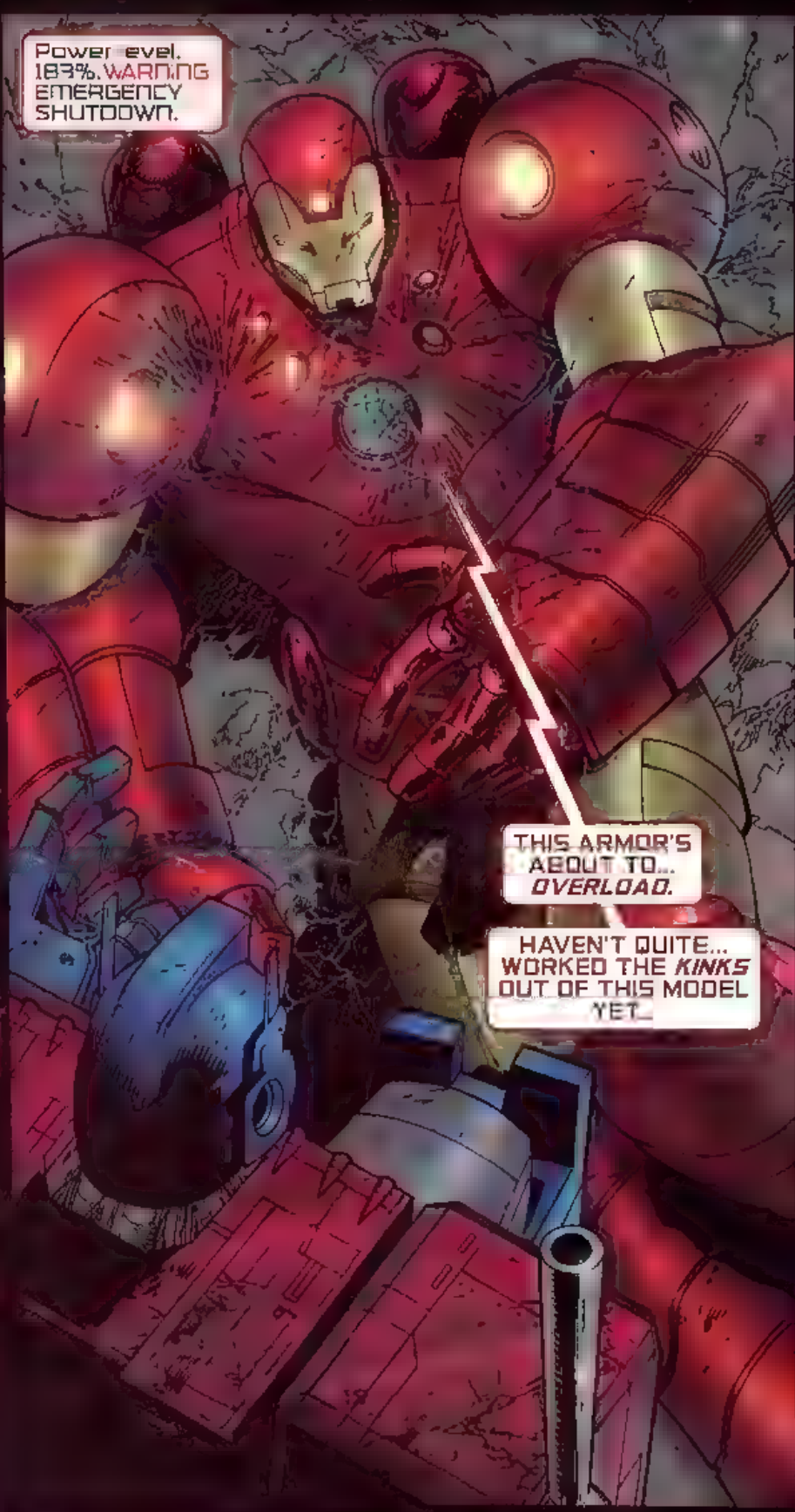


IRON MAN...
I AM STILL
DAMAGED.

BUT IF YOU
REQUIRE EXTERNAL
POWER INPUT--

NO!

Power level.
183%. WARNING
EMERGENCY
SHUTDOWN.



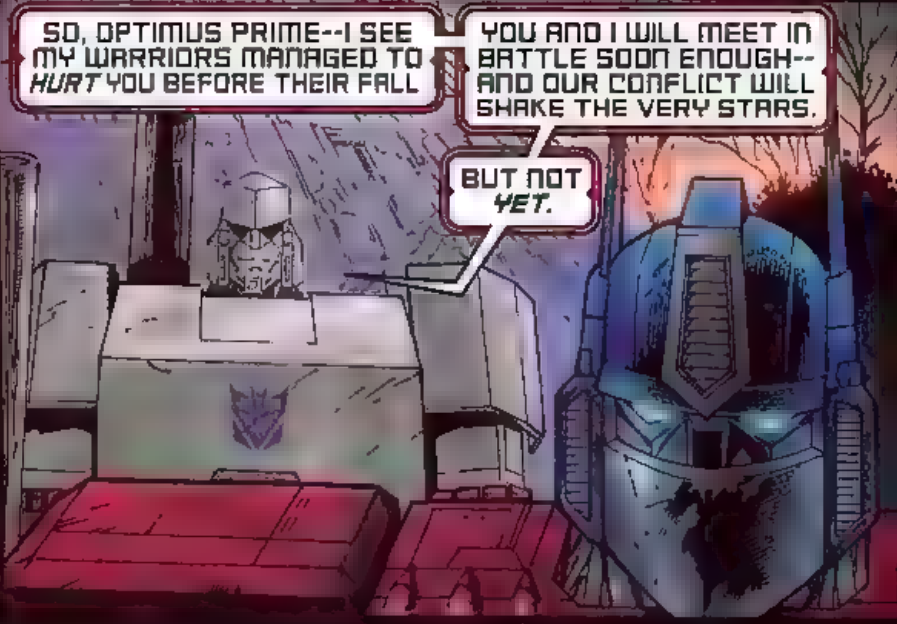
THIS ARMOR'S
ABOUT TO...
OVERLOAD.

HAVEN'T QUITE...
WORKED THE *KINKS*
OUT OF THIS MODEL
YET.

SD, OPTIMUS PRIME--I SEE
MY WARRIORS MANAGED TO
HURT YOU BEFORE THEIR FALL

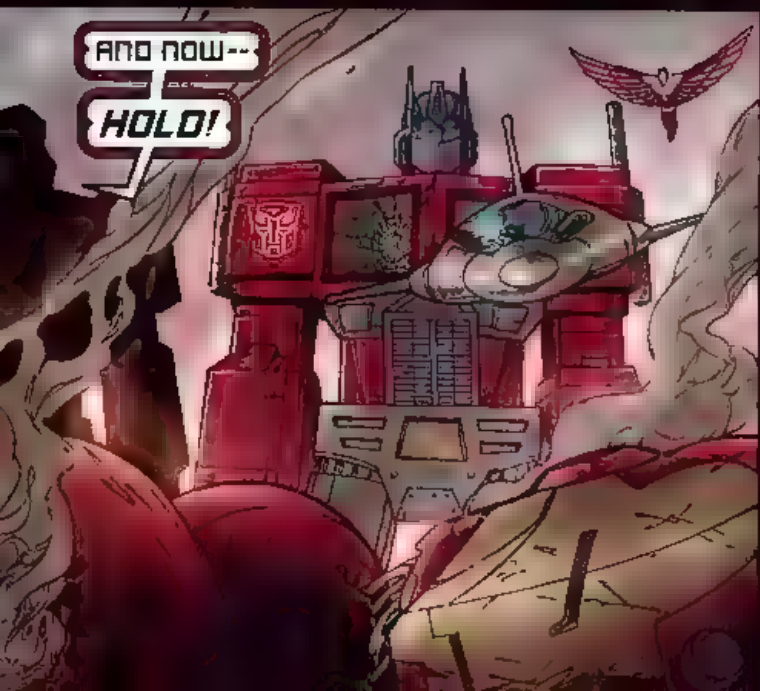
YOU AND I WILL MEET IN
BATTLE SOON ENOUGH--
AND OUR CONFLICT WILL
SHAKE THE VERY STARS.

BUT NOT
YET.

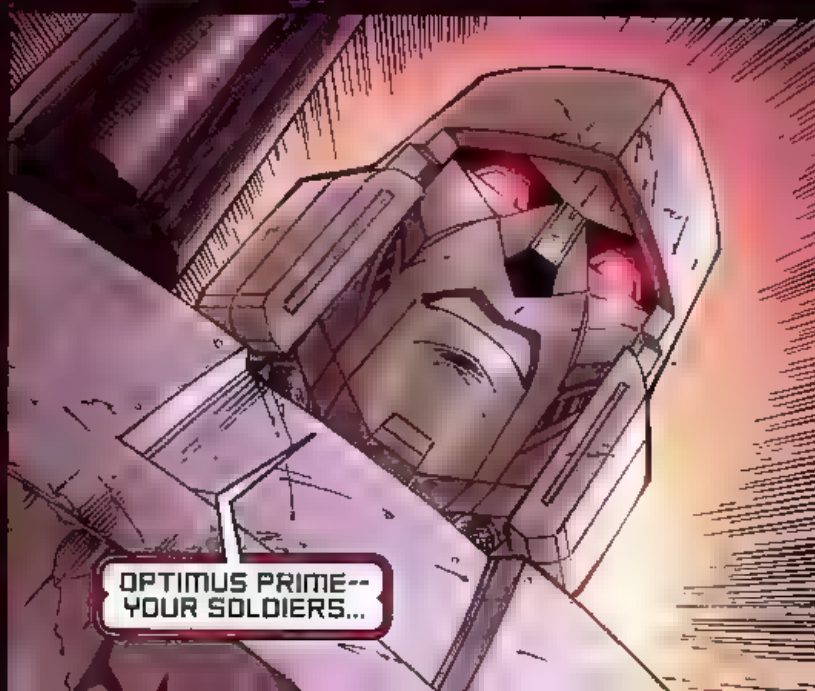




FIRST
THINGS
FIRST.

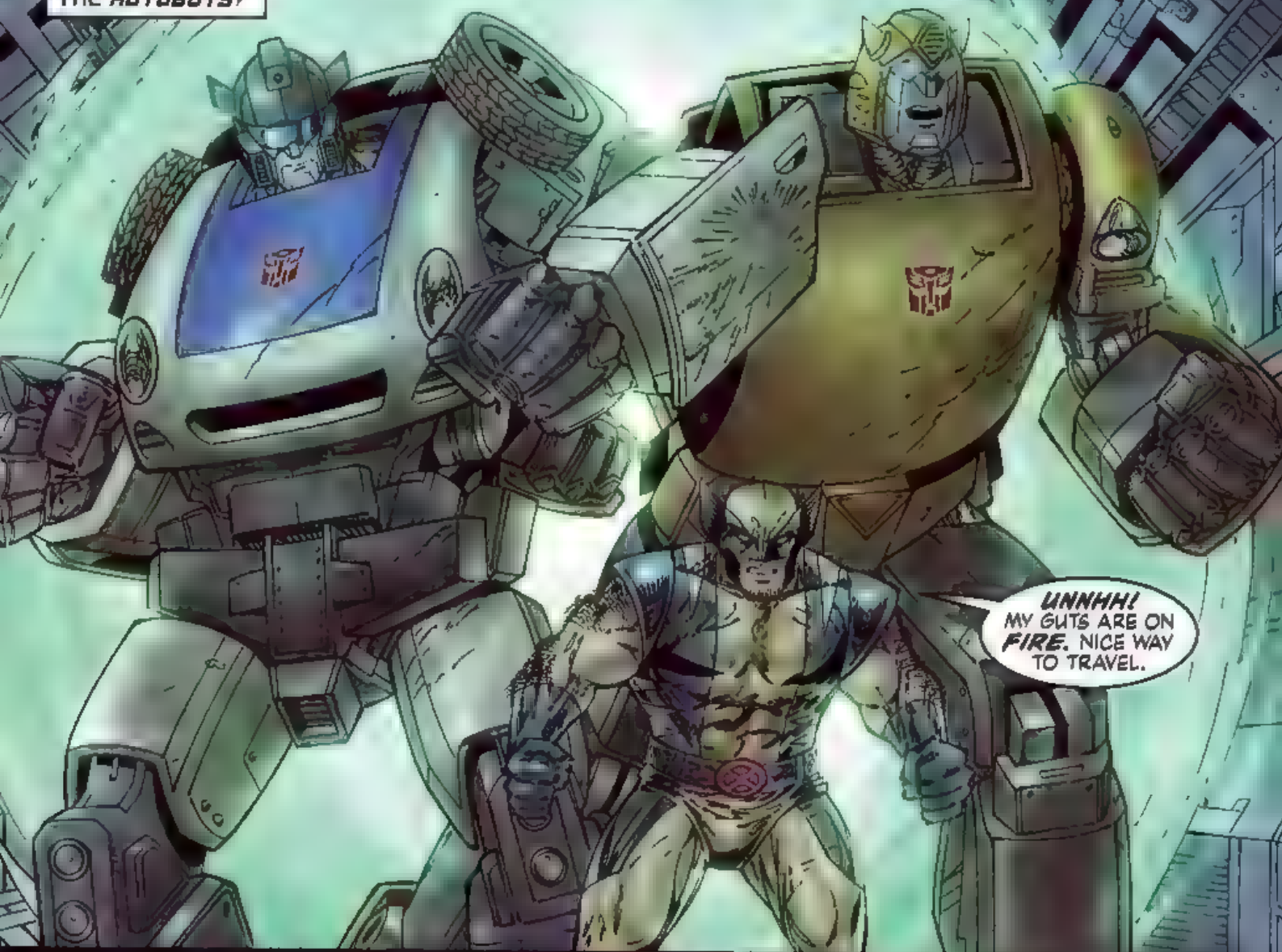


AND NOW--
HOLD!

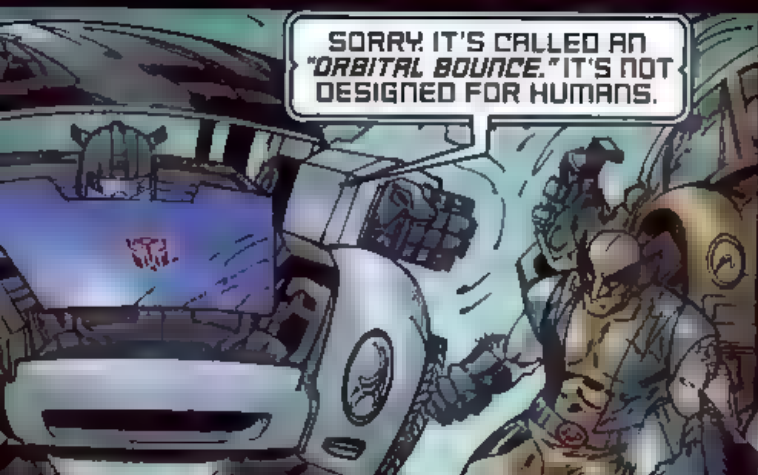


OPTIMUS PRIME--
YOUR SOLDIERS...

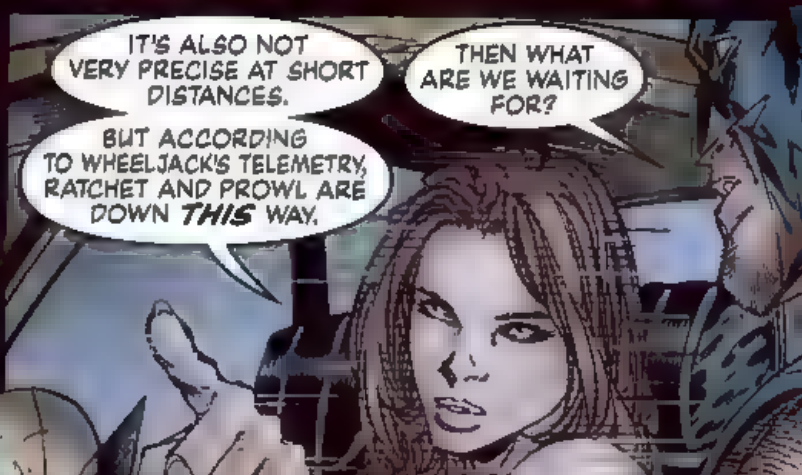
"... WHERE ARE
THE **AUTOBOTS**?"



UNNNH!
MY GUTS ARE ON
FIRE. NICE WAY
TO TRAVEL.



SORRY. IT'S CALLED AN
"ORBITAL **BOUNCE**." IT'S NOT
DESIGNED FOR HUMANS.



IT'S ALSO NOT
VERY PRECISE AT SHORT
DISTANCES.

THEN WHAT
ARE WE WAITING
FOR?

BUT ACCORDING
TO WHEELJACK'S TELEMETRY,
RATCHET AND PROWL ARE
DOWN **THIS** WAY.

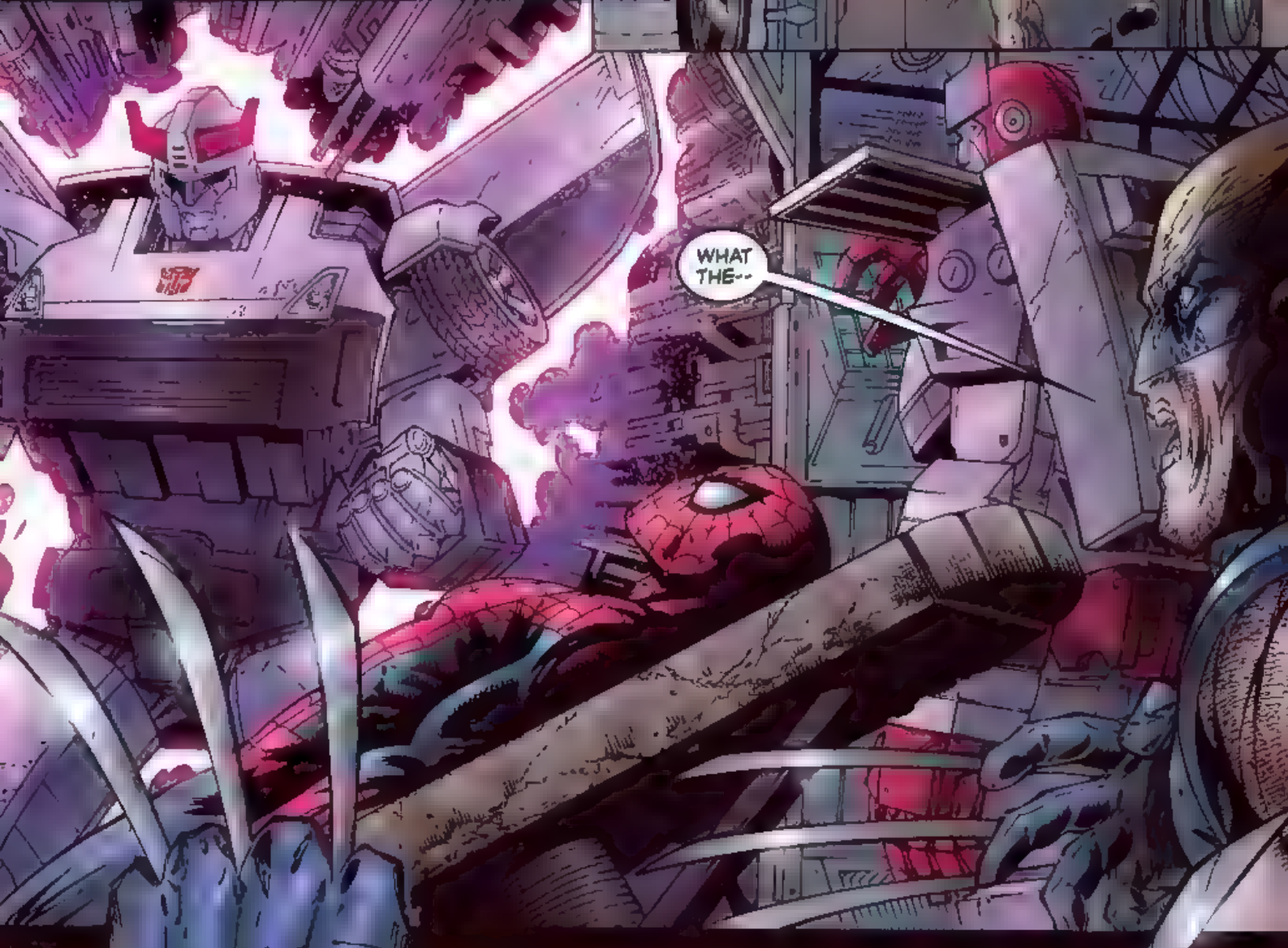
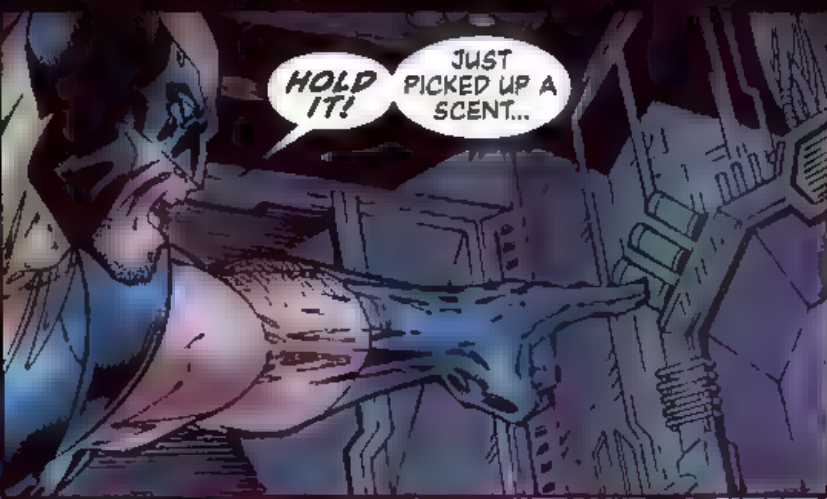


SHINK

AN' IF
ANY MORE OF THESE
"DECEPTICONS"
SHOW UP...

...I GOT MY
CAN OPENERS
READY.

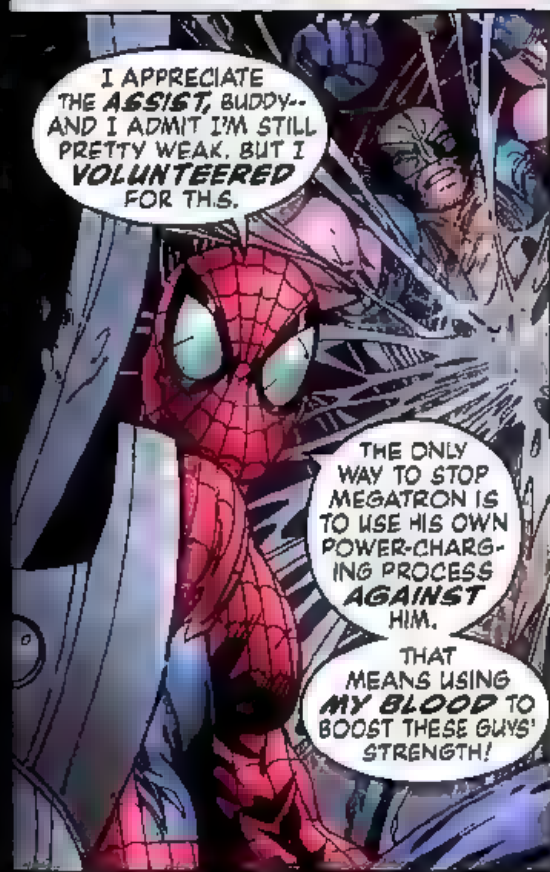
SHINK





WOLVERINE!
HOLD IT!

THWIP



I APPRECIATE
THE ~~ASSIST~~, BUDDY--
AND I ADMIT I'M STILL
PRETTY WEAK. BUT I
VOLUNTEERED
FOR THIS.

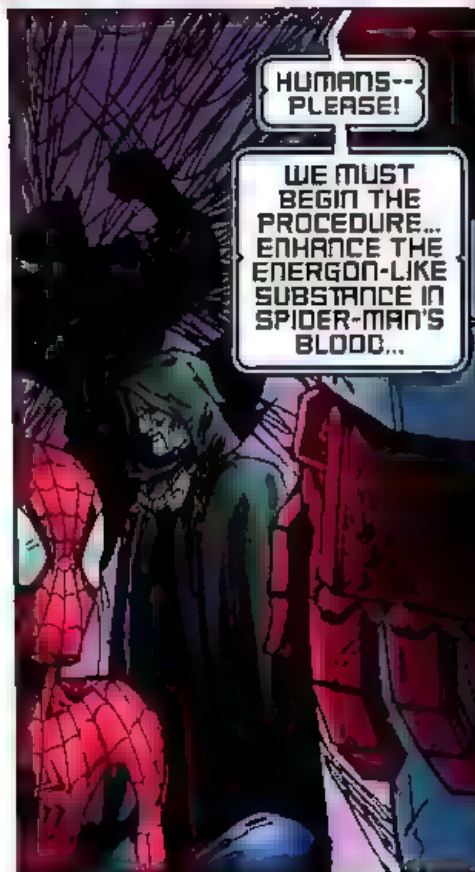
THE ONLY
WAY TO STOP
MEGATRON IS
TO USE HIS OWN
POWER-CHARG-
ING PROCESS
AGAINST
HIM.

THAT
MEANS USING
MY BLOOD TO
BOOST THESE GUYS'
STRENGTH!



YOUR
ALLY--WHO
IS NOT AS
INTELLIGENT
AS HE THINKS
HE IS--IS
ESSENTIALLY
CORRECT.

DOOM...
WE GOT UNFINISHED
BUSINESS, YOU AND
ME.



HUMANS--
PLEASE!

WE MUST
BEGIN THE
PROCEDURE...
ENHANCE THE
ENERGON-LIKE
SUBSTANCE IN
SPIDER-MAN'S
BLOOD...



HIS
BLOOD...OR
MINE.

RIGHT?

BLOOD ANIMALIES
MUTANT GEFATOR
RAPID HEALING

TEN MINUTES LATER...

THANK YOU,
HUMAN. YOU MAY
HAVE JUST SAVED
US ALL.

PEACHY.

BY CYBERTRON...
THE *POWER!*

SHOULD WE
CHARGE UP
AS WELL?

NO, JAZZ.
THERE'S
NO TIME.

YOU TWO MUST
DESTROY THE
PSYCHO-PRISM
I CAN TELL YOU
WHERE IT IS--

YOU
WON'T FIND
IT.
MEGATRON
HAD IT MOVED.

BUT
DOOM CAN
LEAD YOU TO
IT.

COME.

AH,
WHAT THE
HELL...

BUMBLEBEE AND
JAZZ, GO WITH
OUR NEW ALLY!

RATCHET AND I
WILL RENDEZVOUS
WITH YOU LATER...

"...OUTSIDE."

VA-ZARK

SO, A GNAT
DRESSED AS
A GIANT, EH?

WHATEVER
YOU SAY,
MEGATRON.

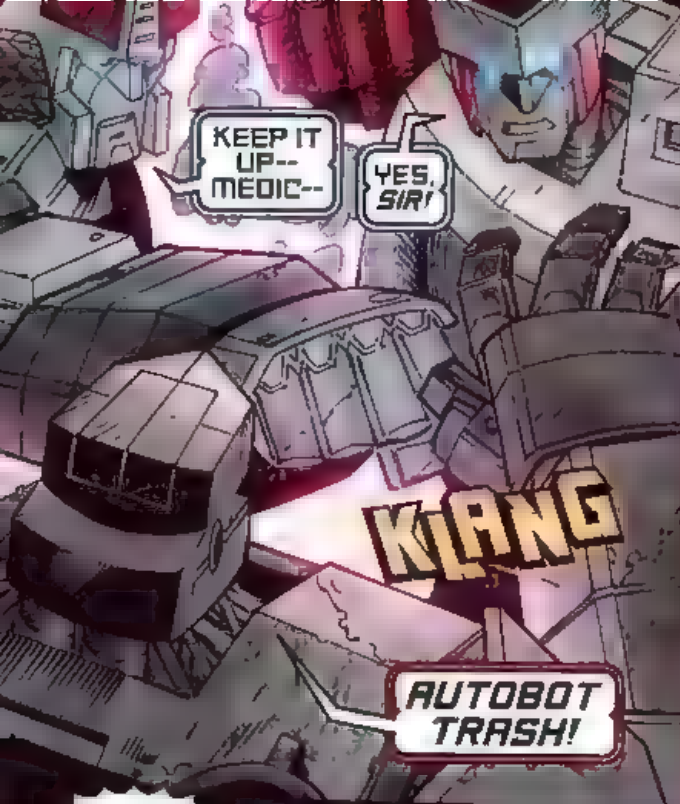
BUT GNAT OR
GIANT...MAN OR
MACHINE...

...IT'S
GOOD TO
HAVE A
BACKUP
PLAN.

EH?

OHMM...

...I THINK MY
LUNCH...IS
ABOUT TO
DO ITS OWN
"ORBITAL
BOUNCE."



KEEP IT
UP--
MEDIC--

YES,
SIR!

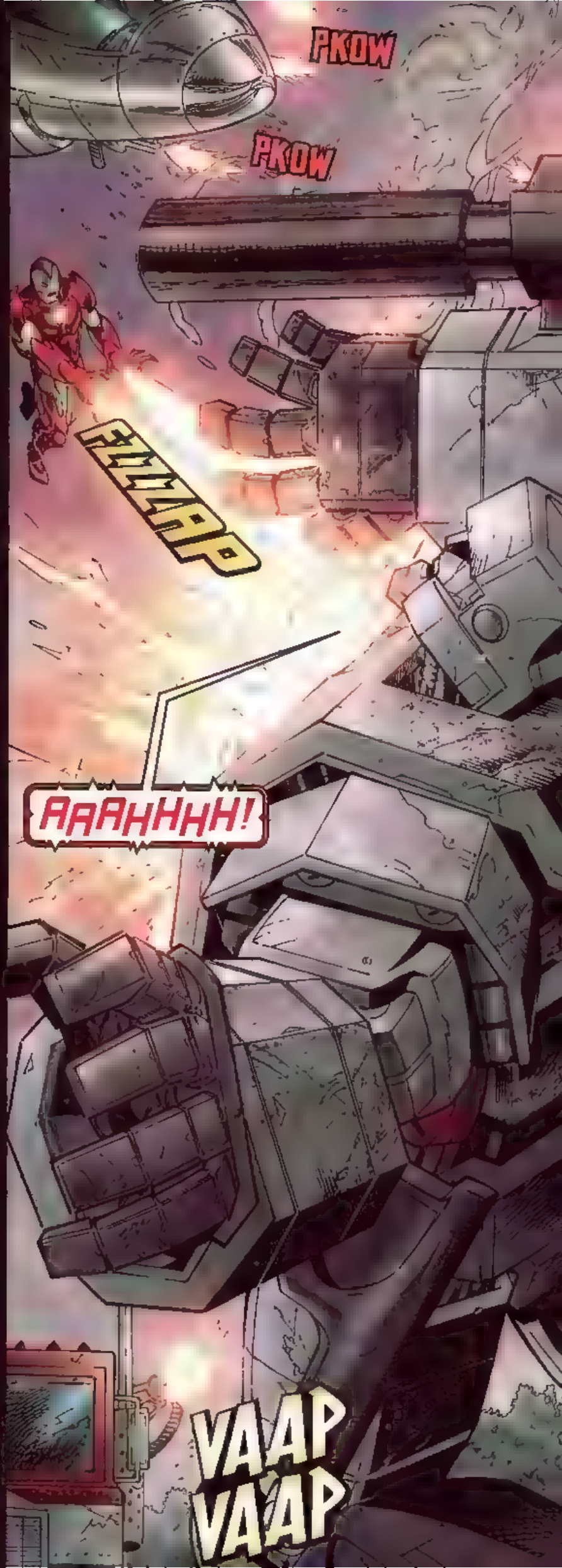
KLANG

**AUTOBOT
TRASH!**



AVENGERS--
HIT 'EM
HIGH!

**AUTOBOTS...
ROLL LOW!**



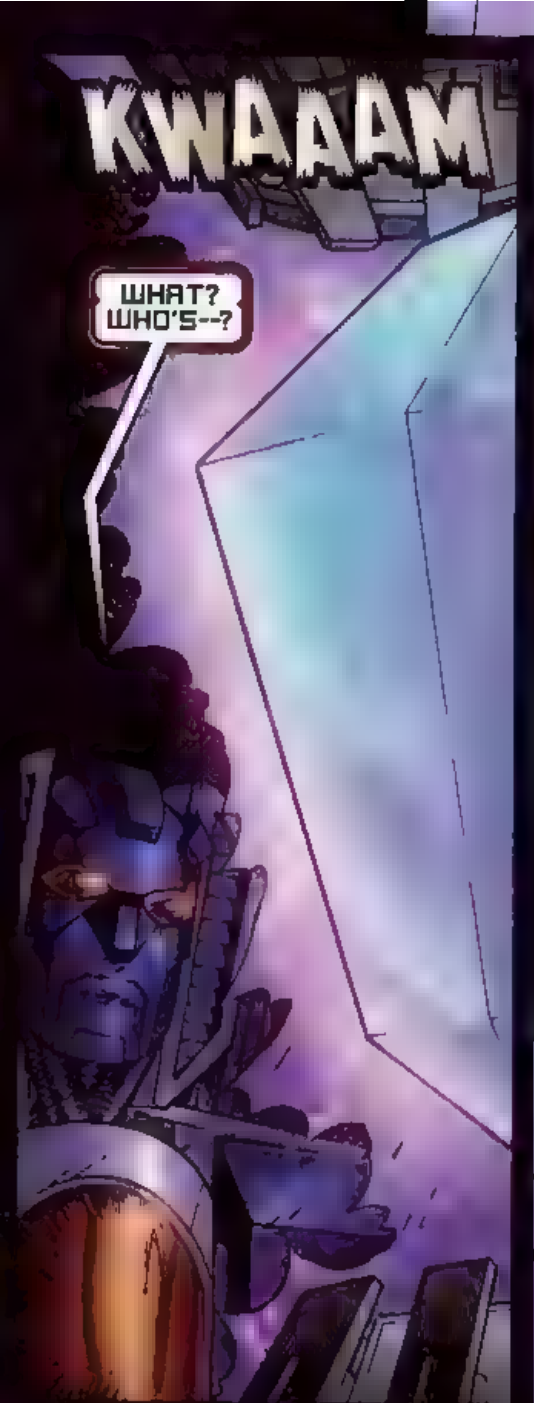
PKOW

PKOW

FLAMAP

AAAAHHH!

**VAAP
VAAP**



KWAAAM!

WHAT?
WHO'S--?



RAMJET!

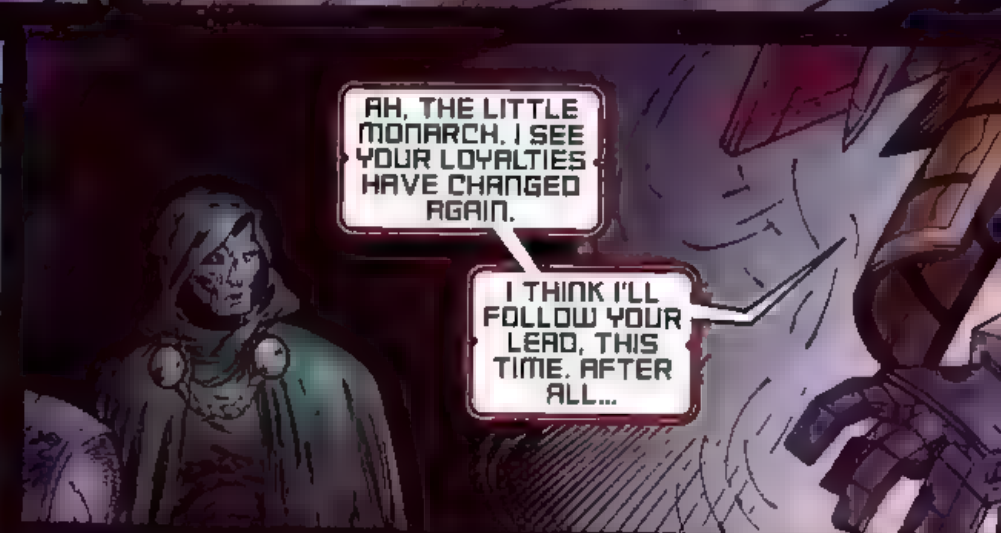
I SUPPOSE
YOU WANT
THE PSYCHO-
PRISM, TOO?

TRUST
ME, SUB...



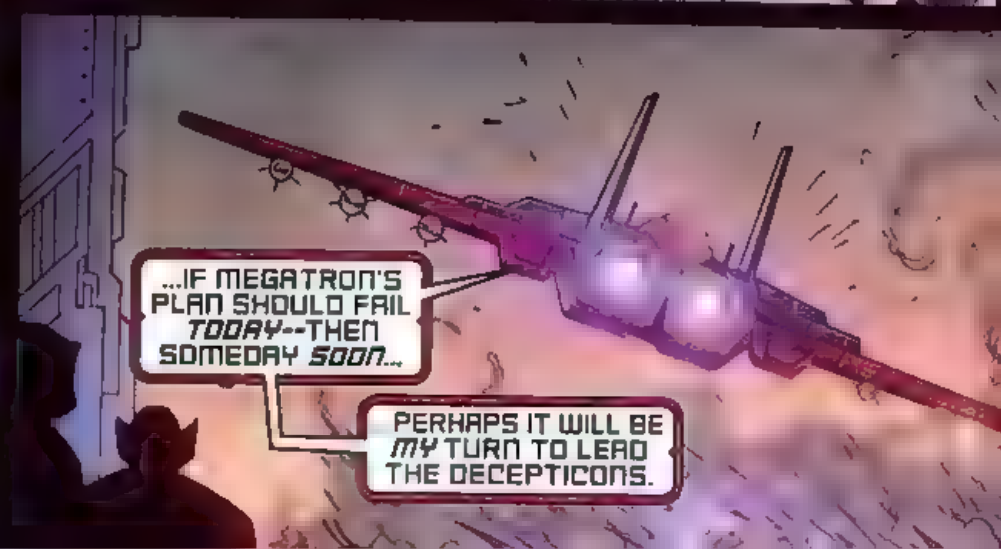
...HE
AIN'T
GETTIN'
IT.

SNIKT



AH, THE LITTLE
MONARCH. I SEE
YOUR LOYALTIES
HAVE CHANGED
AGAIN.

I THINK I'LL
FOLLOW YOUR
LEAD, THIS
TIME. AFTER
ALL...



...IF MEGATRON'S
PLAN SHOULD FAIL
TODAY--THEN
SOMEDAY SOON...

PERHAPS IT WILL BE
MY TURN TO LEAD
THE DECEPTICONS.



SHOULD WE
GO AFTER HIM?

NO TIME. WE'VE GOT
EIGHTEEN MINUTES
LEFT TO STOP THE
HUMAN WAR.

YOU
GUYS CAN
DEBATE THIS
TILL THE NEXT
**TRACTOR-
PULL** IF YOU
WANT...



...I'M
TAKIN' THIS
BAD BOY
OUT!



THAT STOPPED THE
AGGRESSION WAVE--
BUT I THINK THIS
WHOLE PLACE IS
ABOUT TO COME
DOWN.

LET'S
MOVE!

RRUMMBLE

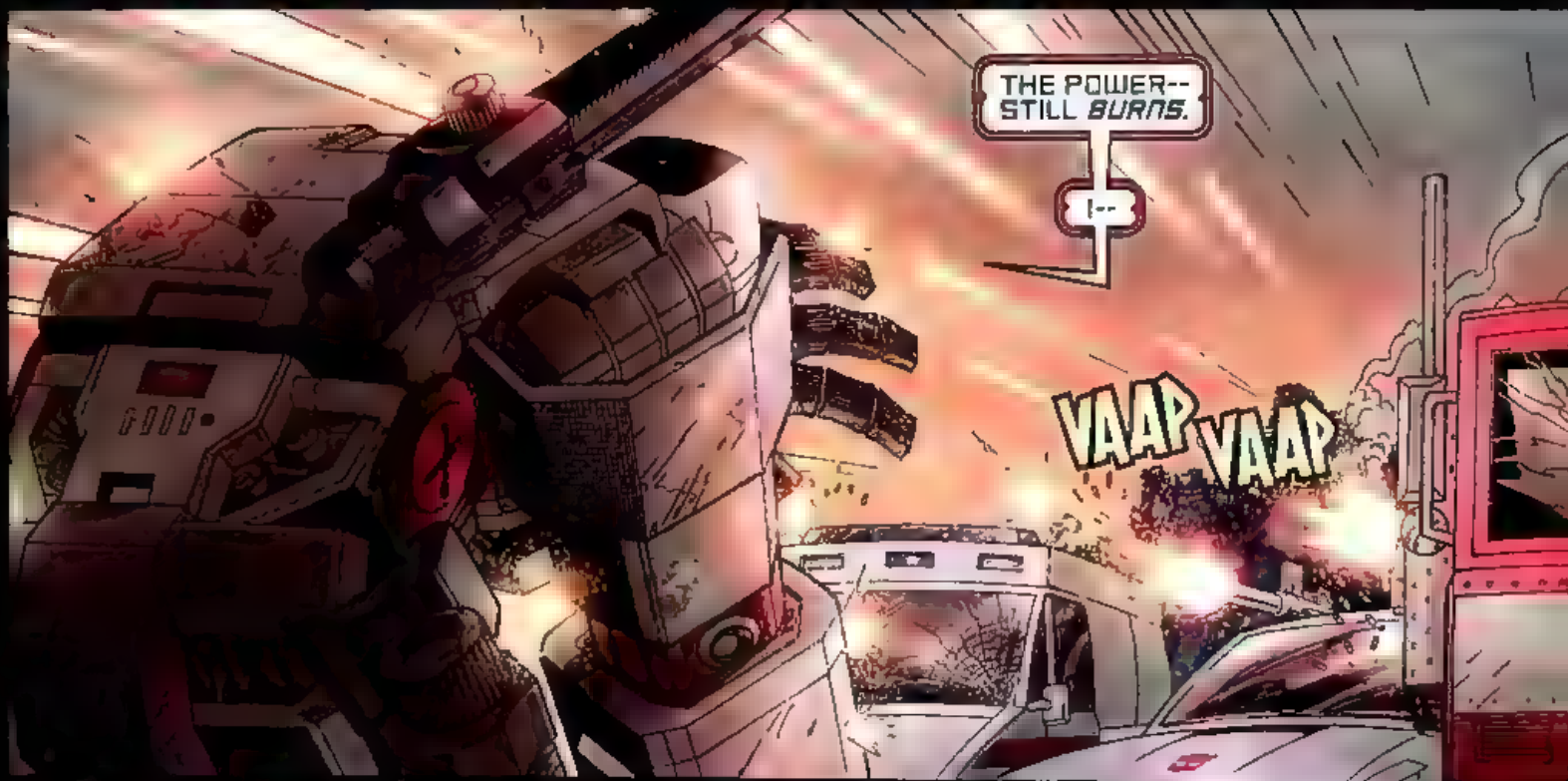
NONE OF
THEM UNDER-
STAND.

DOOM'S
GLORY...DOOM'S
BURDEN...DOOM'S
GENIUS.



NO MAN...NO
MACHINE...

...SHALL
TAKE THAT
AWAY!



THE POWER--
STILL BURNS.

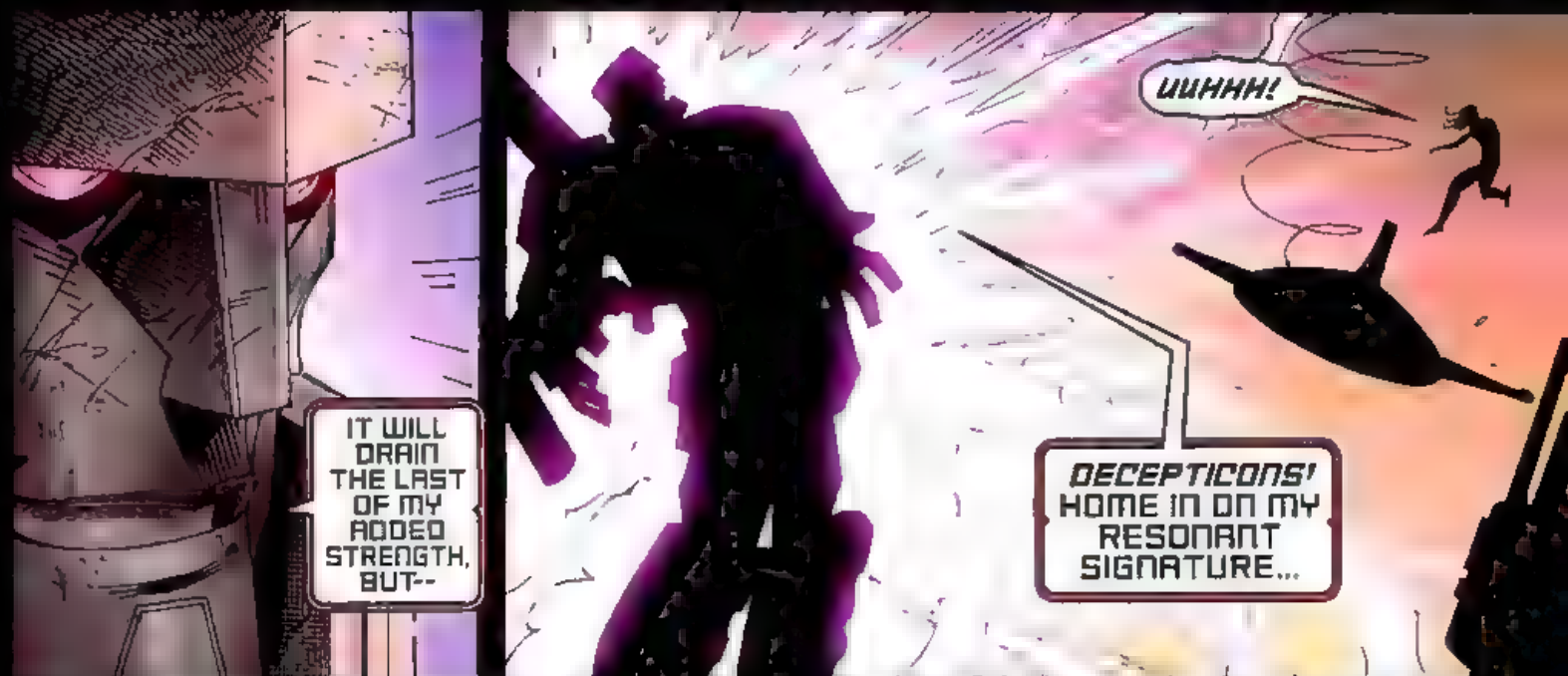
VAAP VAAP



B-KOOM

THE
ARRAY!

THE PSYCHO-PRISM
HAS BEEN DESTROYED.
WITHOUT IT--THIS BATTLE
SERVES NO PURPOSE.



IT WILL
DRAIN
THE LAST
OF MY
ADDED
STRENGTH,
BUT--

UUHHH!

DECEPTICONS!
HOME IN ON MY
RESONANT
SIGNATURE...

"...AND EXECUTE *EMERGENCY WARP-OUT PROTOCOL!*

"... *TERMINATED!*"

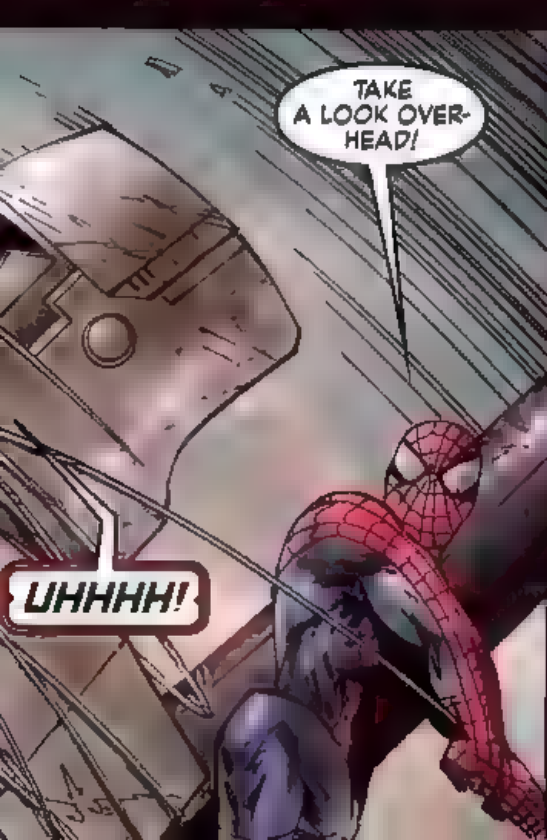
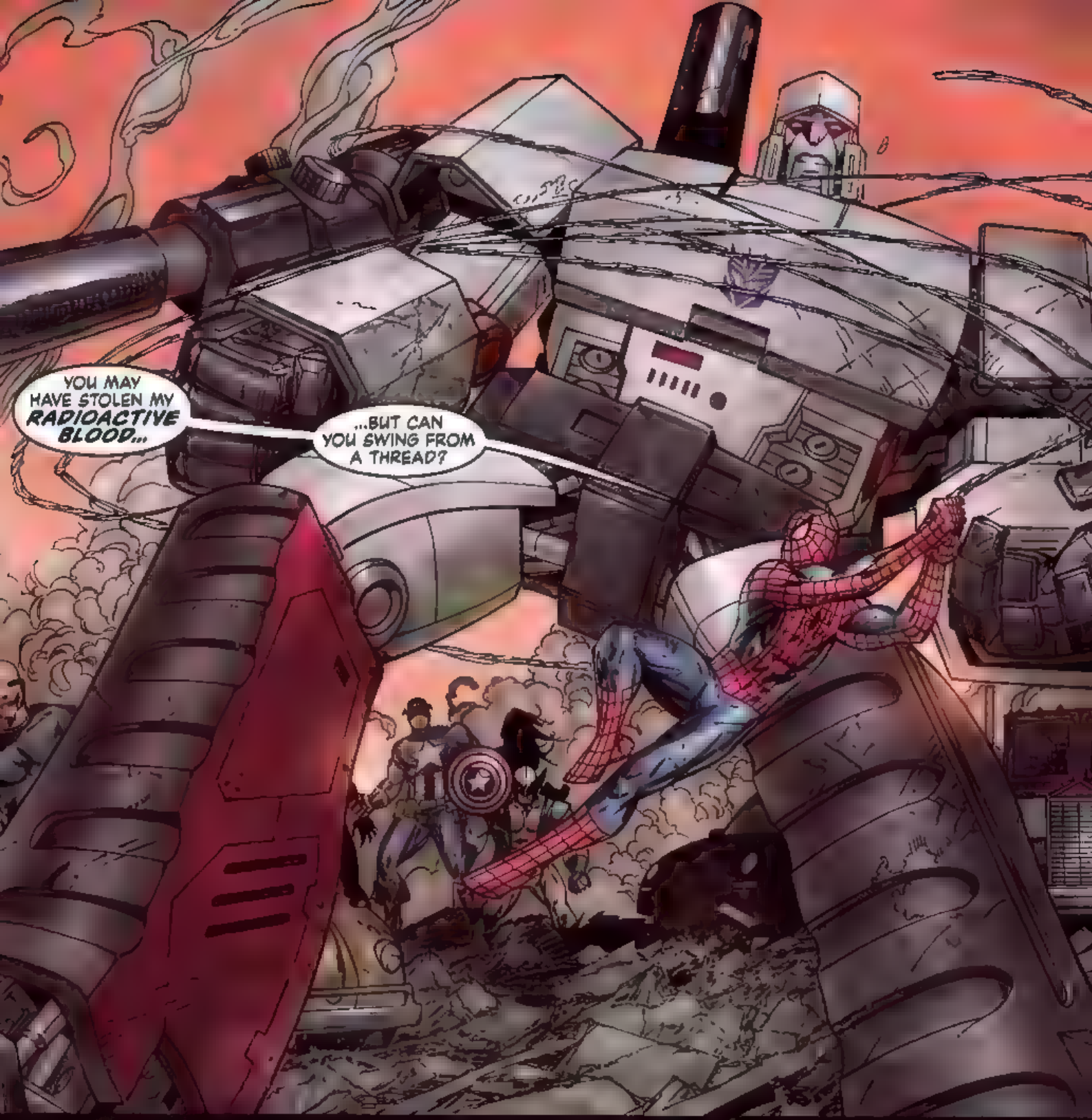
"THE LATVERIAN PROJECT IS HEREBY.

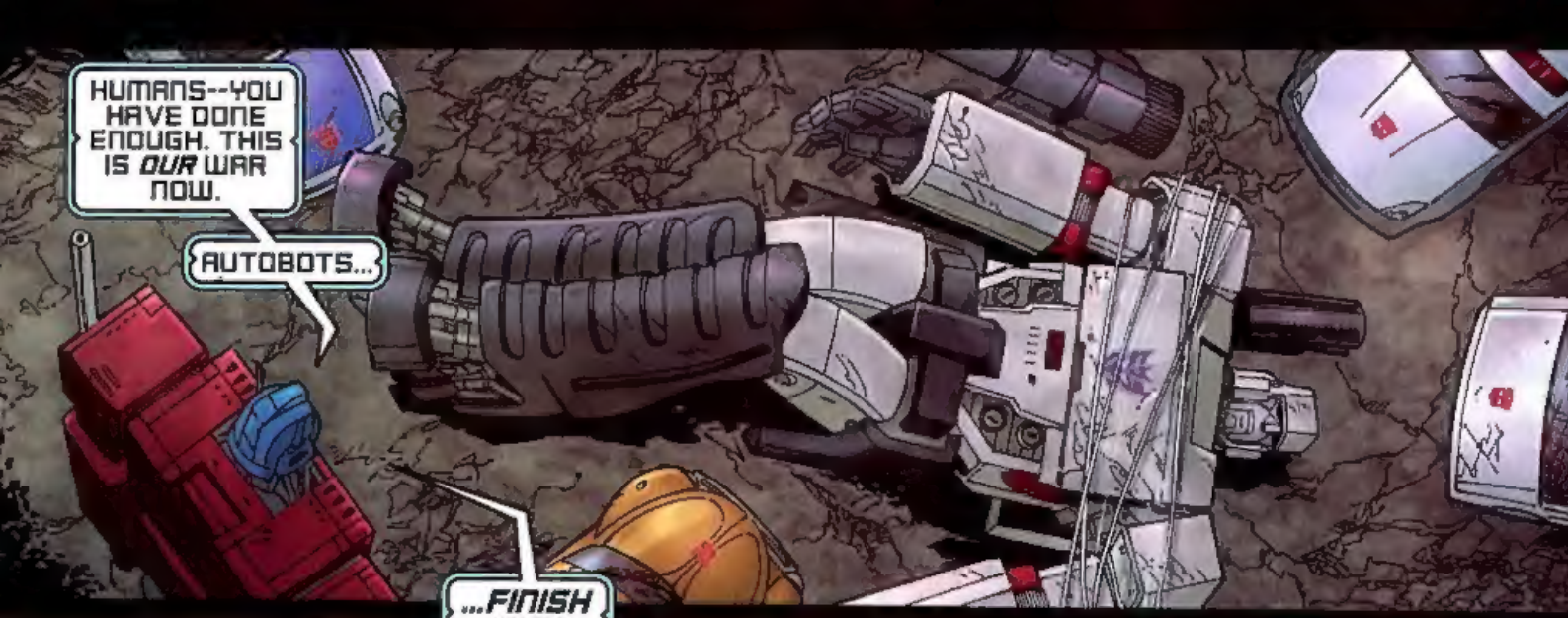
YOU'VE COST ME A VICTORY, HUMANS-- AND MUCH MORE. AN EMERGENCY WARP-OUT WILL DRAIN THE DECEPTICONS' ENERGY RESERVES FOR MANY STELLAR-CYCLES.

BUT BEFORE I, TOO, DEPART THIS PLACE OF ROTTING MEAT--I WILL SEE YOU PAY FOR--

HEY, MEGSI!

THWIP





HUMANS--YOU
HAVE DONE
ENOUGH. THIS
IS *OUR* WAR
NOW.

AUTOBOTS...

...FINISH
HIM!

**K-TOOM
K-TOOM**


UHHH!

SO--
PRIME...



...I WAS RIGHT ABOUT
YOU. YOU'VE GROWN
OLD...WEAK.

OR YOU WOULD FACE ME
YOURSELF--INSTEAD OF
HIDING BEHIND YOUR
UNDERLINGS.



REGENERATE YOURSELF,
PRIME--AND PREPARE, IN
DREAD, FOR THE DAY WHEN
I WILL *CRUSH* YOUR SPARK
CORE, *SNUFFING OUT* YOUR
LIFE FORCE FOREVER.

THAT DAY...
IS NOT YET
COME...

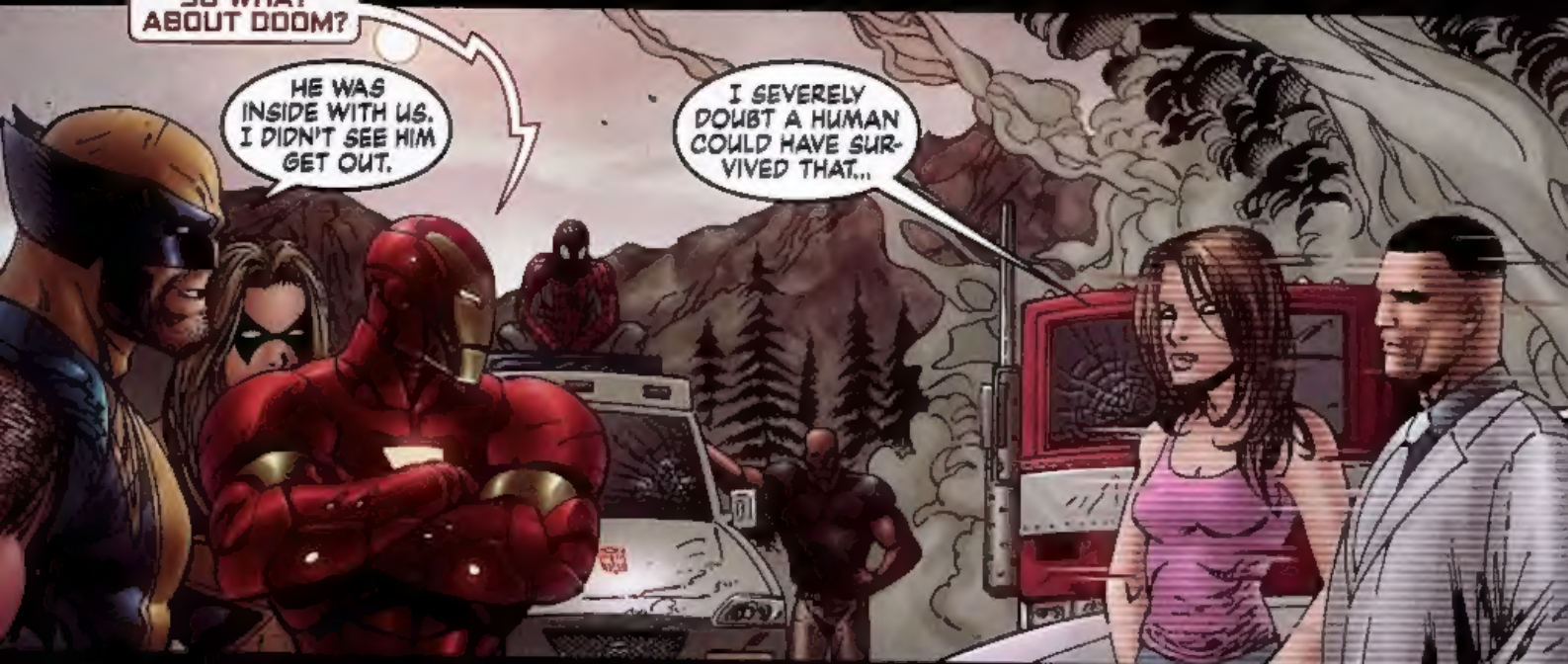


...BUT
SOON...

SO WHAT ABOUT DOOM?

HE WAS INSIDE WITH US. I DIDN'T SEE HIM GET OUT.

I SEVERELY DOUBT A HUMAN COULD HAVE SURVIVED THAT...



WITH DOOM, YOU NEVER KNOW.

JUST RECEIVED A S.H.I.E.L.D. UPDATE. WITH THE AGGRESSION WAVE DESTROYED, SYMKARIA CALLED OFF THEIR ATTACK.

THE ENGINES OF WAR ARE QUIET AGAIN...FOR NOW.



SO THE EMERGENCY IS OVER?

YES, BUT S.H.I.E.L.D. WANTS A COMPLETE DE-BRIEFING--BOTH US, AND THE...



...ROBOTS?



LATER. ARK-19, THE
AUTOBOTS' COMMAND
SHIP.

SO--ANY NEW
DECEPTICONS?

RAMJET HAS
ARRIVED ON
EARTH.

HE'S THE
ONLY ONE
WE SAW...

SWEET DESIGN
ON THE HUMANS'
SHIP. LOOKS ALMOST...

...CYBERTRONIAN?

LOOKS
LIKE THE
"AUTOBOTS"
ARE BACK IN
HIDING.

WHERE
DO YOU SUPPOSE
THEY LAY LOW? BUS
TERMINALS?

...SQUARE-
CUBE LAW...
DIMINISHING
POWER RE-
SERVES...

...HOW
MUCH **BIGGER**
COULD I BUILD
IT?

HUH.
QUINJET'S A LITTLE...
SLUGGISH...

SMELLS
FUNNY, TOO.

NAH.

**NO
WAY,,**

THE END?

THE NEW AVENGERS

THE TRANS FORMERS

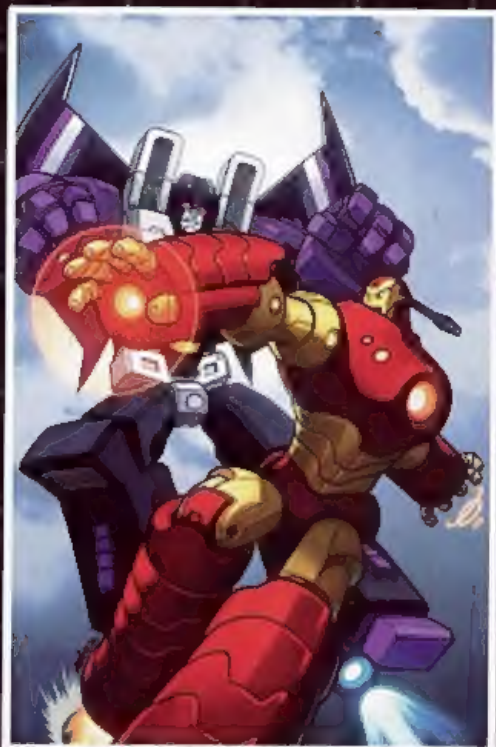
COVER GALLERY



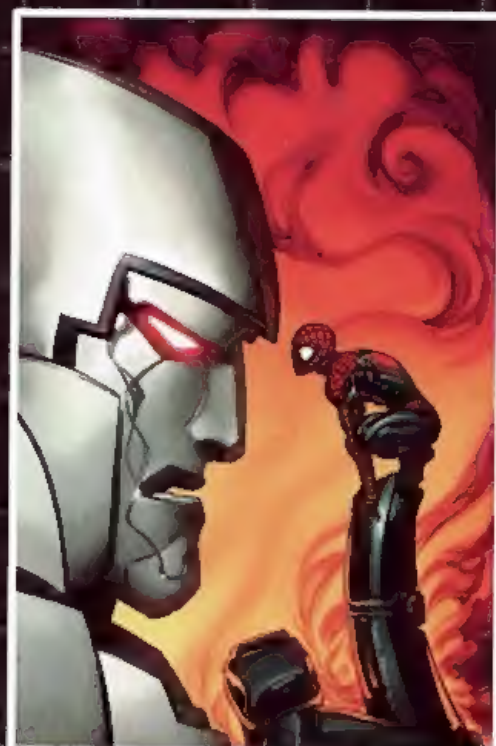
#1
JIM CHEUNG



#2
JASON PEARSON



#3
ED McGUINNESS



#4
TOM RANEY